

RUSSELL J. FRACKMAN (SBN 49087)
rjf@msk.com
MITCHELL SILBERBERG & KNUPP LLP
11377 West Olympic Boulevard
Los Angeles, California 90064-1683
Telephone: (310) 312-2000
Facsimile: (310) 312-3100

Attorneys for Defendants
Universal Music Group, Inc
and UMG Recordings, Inc.

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

GEORGE CLINTON, an individual,
Plaintiff,

v.

UNIVERSAL MUSIC GROUP, INC., a
Delaware corporation; and UMG
RECORDINGS, INC., a Delaware
corporation,
Defendants.

Case No. CV 07-00672 PSG (JXJx)
The Honorable Philip S. Gutierrez

**DECLARATION OF RUSSELL J.
FRACKMAN IN SUPPORT OF
MOTION FOR PARTIAL
SUMMARY JUDGMENT AGAINST
PLAINTIFF GEORGE CLINTON**

Date: August 8, 2011
Time: 1:30 p.m.
Ct. No.: 790

1 I, Russell J. Frackman, the undersigned, declare:

2 1. I am an attorney at law duly licensed to practice before all courts of
3 the State of California and before this Court. I am lead counsel for defendants
4 UMG Recordings, Inc., and Universal Music, Inc. (collectively "UMG"). I know
5 all of the following facts of my own personal knowledge and could, if called and
6 sworn as a witness, competently testify thereto.

7 2. Attached hereto as Exhibit 1 is the first "tolling agreement," dated
8 September 26, 2003, produced in this action (referred to as Exhibit 8 in the
9 Summary Judgment Order).

10 3. Attached hereto as Exhibit 2 is the First Audit Report, dated
11 November 22, 2004, produced in this action (referred to as Exhibit 9 in the
12 Summary Judgment Order).

13 4. Attached hereto as Exhibit 3 is the Second Audit Report, dated
14 February 7, 2006, produced in this action (referred to as Exhibit 10 in the
15 Summary Judgment Order).

16 I declare under penalty of perjury under the laws of the United States of
17 America that the foregoing is true and correct.

18 Executed at Los Angeles, California, this 20th day of June, 2011.

19
20
21 
22 Russell J. Frackman

EXHIBIT 1



01115

September 26, 2003

VIA FACSIMILE 415 564 0914
AND CERTIFIED MAIL * 7003 1010 0005 0652 6226

Shoshana Samole Zisk, Esq.
1450 Cole Street
San Francisco, CA 94117

Re: Parliament / Audit for Period 1/1/2000 to 12/31/02

Dear Ms. Zisk:

Reference is made to the agreement between The Island Def Jam Music Group ("IDJ"), a division of UMG Recordings, as successor-in-interest to Casablanca Records and Filmworks, Inc. and P-Funk, Inc. ("Producer") f/s/o George Clinton ("Clinton"), dated October 23, 1980 and the release and settlement agreement between IDJ, on the one hand, and Thang, Inc. and Clinton, on the other, dated as of October 17, 1980 as such agreements may have been amended (collectively, the "Agreements"). It is IDJ's understanding that the Wlodinger, Erk & Chanzis have given IDJ notice of their intent to commence an audit of IDJ's books and records with respect to royalties which may be payable to Producer and Clinton pursuant to Agreements with respect to the above-referenced audit period.

This letter will confirm that IDJ has agreed to a prospective tolling of the statute of limitations with respect to the claims relating to the 1/1/00 - 12/31/02 audit. By entering into this tolling agreement, IDJ is not agreeing that the audit is valid or that IDJ owes any money pursuant to the audit. This tolling agreement will expire on March 26, 2004, and does not extend or revive any limitations period that has already expired as of the date hereof, and does not affect or limit any defense that may already exist, including estoppel, waiver, and laches.

This letter is written without prejudice to any of IDJ's rights or remedies, all of which are hereby expressly reserved.

Very truly yours,

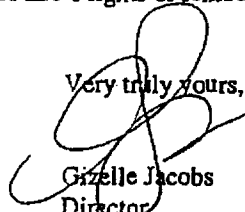

Gizelle Jacobs
Director,
Business & Legal Affairs

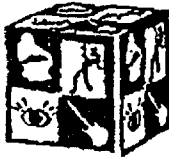
EXHIBIT 2

Dec-08-2004 10:53am

From: ENGELSEN

11053862393

T-128 P.004/011 F-042



Wlodinguer, Erk & Chanzis, CPA's, PLLC

CERTIFIED PUBLIC ACCOUNTANTS

Victor Wlodinguer, CPA
Arthur L. Erk, CPA
Allen Chanzis, CPA

Andrew G. Burggraf, CPA

November 22, 2004

Mr. George Clinton/P-Funk, Inc.
C/o Ms. Shoshana Sarnole Zisk, Esq.
129 Santa Cruz Avenue
San Anselmo, CA 94960



Dear Mr. Clinton:

We have conducted an examination of the royalty accounting records, relating to the recording services of George Clinton, as it relates to the Agreements between Casablanca Records and Filmworks, Inc./Polygram Records, Inc./Universal Music Group and George Clinton (performing professionally as Parliament) and Parlet that were made available to us by the Universal Music Group ("Universal").

Our examination covered the royalty statements for the periods from January 1, 2000 through June 30, 2003. As set forth in Exhibit A, subject to the comments contained herein, additional royalties are due you in the amount of \$697,243, which includes interest.

Our examination included various tests of Universal's royalty accounting records, as we considered necessary to determine that the artist royalty statements rendered by Universal were prepared in accordance with the Agreements. In certain instances, as indicated in the report, projections based upon such tests were applied in determining additional royalties due.

With respect to accountings rendered to Universal by its foreign subsidiaries, affiliates, and licensees, our examination was limited to a review of such accountings submitted to Universal. Our examination was further limited to a review of internally generated Universal documentation prepared from these accountings. Original foreign source documents were not made available for review. It is possible, therefore, that royalty underpayments may exist which could only be discovered through an examination of the appropriate source documents and/or the accounting records maintained at the licensees' offices.

The procedures undertaken do not constitute an examination in accordance with generally accepted auditing standards as applied in rendering opinions on financial statements. It is understood that this report is solely for your information and that of your representatives and is to be used only for the purposes of resolving the matters discussed herein. As such, this report should not be associated with the financial statements of any entity.

22 WEST 21ST STREET 9TH FLOOR
NEW YORK, NY 10011

phone: (212) 683-4200
fax: (212) 683-4329

www.wecny.com
e-mail: info@wecny.com

UNIV 01023

Dec-09-2004 10:53am From: ENGELAEN

+18053862393

T-120 P.005/011 F-042

1. Improper Deduction of Foreign Withholding Taxes-\$12,465

Foreign Income taxes deducted by Universal's foreign subsidiaries, licensees, and affiliates are deducted from royalties paid to you. Foreign tax credits are available to Universal for the amount of these taxes and should not be deducted from royalties payable to you. Foreign income taxes withheld during the examination totaled \$12,465 as shown on Schedule 1.

2. Unauthorized Premium Sales-\$35,908

The Agreement prohibits the release of premium records embodying a master without your consent. Universal did not provide us with any documented consent letters from you permitting the premium sales. Universal has sold a product at a reduced price and a reduced rate without such approval. Schedule 2 calculates additional royalties due you in the amount of \$35,908.

3. Incorrect Foreign and Domestic Pricing-\$476,248

The Agreements require that Universal shall pay you based on a Base Price being the suggested retail list price per record in the United States and outside the U.S. Universal is paying you based on an apparent wholesale price. As such, the domestic price should be uplifted 126%, and the foreign price should be uplifted 130%. Schedule 3 calculates additional royalties due you in the amount of \$476,248.

4. Incorrect Packaging Deduction-\$ 115,051

The Agreements allow for a packaging deduction for a disc (CD) at 12.5%. Through 2002, Universal had been incorrectly taking a 20% CD deduction. In addition, for the six-month period ending June 2003, Universal was utilizing a 25% CD deduction. Additional royalties of \$115,051 are due you as shown on Schedule 4:



WEC

UNIV 01024

Dec-09-2004 10:54am

From: ENGEL&EN

+18053862393

T-128 P.006/011 F-042

OTHER MATTERS

1. Regarding the Parlet statements, initially no statements had ever been issued to you. As a result of our requests, Universal provided us with the royalty statements from the six-month periods ending December 1990 through December 2002. There was a significant unrecouped balance for the December 1990 statement. Further follow-up is recommended on obtaining all of the royalty statements from inception to ensure the propriety of the unrecouped balance.
2. Universal still has not been able to reconcile some of our selections from the reportable units from its source documents to the units reported on the royalty statements. Further follow-up is strongly recommended as Universal could be underreporting the reportable units sold.
3. Universal has not provided us with the synchronization licenses for our selections. As such, we could not verify if the synchronization income reported to you was appropriate. Follow-up is recommended.
4. Sampling is a major point of concern with Universal. Our client informs us that there was significant use of samples of the noted artist. These numerous samples do not appear to have been reported on. Further follow-up is strongly recommended.
5. The Club Agreement(s) was not provided. Follow up is recommended.
6. The manufacturing records were not provided to us. As such, we were not able to validate that the actual sales figures reported were accurate.

Respectfully submitted,

Whodinger, Eric & Chang



WEC

UNIV 01021

Dec-09-2004 10:54am From:ENGEL&E

+1805386239

T-128 P.007/011 F-042

George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Summary of Additional Royalties Due
For the Period of 1/1/00-6/30/03

Exhibit A

<u>Claim Description</u>	<u>Amount Due</u>
1. Improper Deduction of Foreign Taxes Withheld	\$12,465
2. Unauthorized Premium Sales	35,908
3. Incorrect Foreign & Domestic Pricing	476,248
4. Incorrect Packaging Deduction	115,051
Total	<u>\$639,673</u>
Interest @ 9%	<u>\$57,571</u>
Additional Royalties Due	<u><u>\$697,243</u></u>

UNIV 01026

George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Additional Royalties Due to Improper Deduction of Foreign Taxes Withheld
For the Period of 1/1/00-6/30/03

Schedule 1

	Foreign Tax Withheld
Tax Amount-George Clinton (2000-2003)	\$ 1,392
Tax Amount-George Clinton (1991-1999)	\$ 10,521
Tax Amount-Parlet (2000-2003)	\$ 1
Tax Amount-Parlet (1993-1999)	\$ 551
Total Additional Royalties Due	<u>\$ 12,465</u>

Dec-09-2006 10:54am FROM ENCLASH

41805385238
T-128 P-008/011 F-042

UNITV 01027

1

Dec-09-2004 10:54am From: ENGEL & EN

+18053862393

T-128 P.009/011 F-042

George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Additional Royalties Due to Unauthorized Premium Sales
For the Period of 1/1/00 - 6/30/03

Schedule 2

Total Premium Sales Royalties Reported (2000-2003)	\$ 35,033
Total Premium Sales Royalties Reported (1994-1999)	\$ 875
Total Premium Sales	<u>\$ 35,908</u>

Pricing Adjustment to account for incorrect premium rate	<u>\$ 35,908</u>
--	------------------

Additional Royalties Due	\$ 35,908
--------------------------	-----------

Total Additional Royalties Due	<u>\$ 35,908</u>
--------------------------------	------------------

UNIV. 01028

George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Additional Royalties Due to Incorrect Foreign and Domestic Pricing
For the Period of 1/1/00-6/30/03

Schedule 3

	For the Period 2000-2003	For the Period 1991-1999	Total	Corrected Uplift	Correct Amount Payable	Royalties Due
Domestic Earnings	330,783	1,240,543	1,571,326	126%	1,979,870	408,545
Foreign Earnings	38,139	187,539	225,678	130%	293,381	67,703
						\$ 476,248

DAC-08-2004 10:54am From ENGELLEN

+18053862393

T-128 P.010/011 F-042

UNIV-01025

Date: 09-20-04 10:54am

From: ENGELAEN

+18053862383

T-128 P.011/011 F-042

George Clinton/P-Funk, Inc./JUNG Recordings, Inc.
Additional Royalties due to Incorrect Packaging Deduction
For the Period of 1/1/00-6/30/03

Schedule 4

Period	Royalties Received Using 20%/25% Packaging	Correct Amount using 12.5% Packaging	Difference
2000-2002=>20%	\$ 204,655	\$ 223,841	\$ 19,186
1991-1999=>20%	\$ 948,990	\$ 1,037,958	\$ 88,968
2003=>25%	\$ 41,381	\$ 48,278	\$ 6,897

Additional Royalties Due

\$ 115,051

UNIV 0103

EXHIBIT 3

HENDRICKS & LEWIS

999 THIRD AVENUE, SUITE 2673
SEATTLE, WASHINGTON 98104

telephone (206) 624-1933
facsimile (206) 583-2716
www.hllaw.com

April 12, 2006

Ms. Nicole A. Wyskoarko
Associate Director
Business & Legal Affairs
Universal Music Group, Inc.
Island Def Jam Music Group,
825 8th Avenue
New York, New York 10019

Re: George Clinton Audit and Related Matters

Dear Ms. Wyskoarko:

We are attorneys for George Clinton and related entities and write on his and their behalf concerning the above matters.

Enclosed please find an examination report prepared by Wlodinguer, Erk & Chanzis containing six specific claims for substantial underpayments to Mr. Clinton and/or related entities. As at the date of the report, Wlodinguer, Erk & Chanzis had not been provided with certain requested information and documentation in connection with the preparation of the report, therefore the stated claims are non-exhaustive and without limitation.

Mr. Clinton's claims for uncleared and unapproved uses of Masters stated in the examination report are based on a list of non-exhaustive known uses. However, as a result of the failure to provide requested information and documentation, we believe that there has been at least twice the amount of the known uncleared and unapproved uses of the Masters and have doubled certain of the amounts claimed accordingly. Therefore, for the purposes of resolving Mr. Clinton's claims in this matter the figures stated in the examination report are extrapolated as follows: the claim in Schedule 5 for uncleared samples totaling \$7,710,000 is extrapolated by a factor of two to equal \$15,420,000; and the claim in Schedule 6 for unapproved uses of Masters totaling \$7,102,500 is extrapolated by a factor of two to equal \$14,205,000. The remaining claimed figures in Schedules 1 through 4 have not been extrapolated. These figures represent claims in this matter for the period from January 1, 2000 through June 30, 2003. Mr. Clinton expressly reserves all rights, claims and remedies to which he is otherwise entitled.

The effective audit tolling agreement extension dated October 21, 2005 is set to expire on April 31, 2006. If UMG requires additional time beyond April 31, 2006 to review the enclosed

Ms. Nicole A. Wyskoarko
April 12, 2006
Page 2

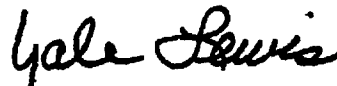
examination report and respond to this letter, please execute an additional six-month audit tolling extension agreement for Mr. Clinton's review.

To proceed toward a timely and complete resolution in this matter, please provide Wlodinguer, Erk & Chanzis with the missing information and documentation identified in the examination report under "Other Matters," or make a payment in the amount of \$32,988,493 to Mr. Clinton.

Please contact me with any questions you may have regarding this matter. I look forward to hearing from you.

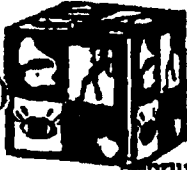
Sincerely,

HENDRICKS & LEWIS



O. Yale Lewis, Jr.

By Certified Mail/Return receipt Requested,
and facsimile: (212) 333-1077,
and email: heidi.cohen@umusic.com
cc: Mr. Edward Rogers, ed.rogers@umusic.com



Wlodinguer, Erk & Chanzis, cpa's, PLLC

CERTIFIED PUBLIC ACCOUNTANTS

February 7, 2006

Victor Wlodinguer, cpa
Arthur L. Erk, cpa
Allen Chanzis, cpa

Mr. George Clinton
C/o Hendricks & Lewis
999 Third Avenue, Suite 2675
Seattle, Washington 98104

Andrew G. Burggraf, cpa

Dear Mr. Clinton:

We have conducted an examination of the royalty accounting records, relating to the recording services of George Clinton, as it relates to the Agreements between Casablanca Records and Filmworks, Inc./Polygram Records, Inc./Universal Music Group and George Clinton (performing professionally as Parliament) and Parlet that were made available to us by the Universal Music Group ("Universal").

Our examination covered the royalty statements for the periods from January 1, 2000 through June 30, 2003. As set forth in Exhibit A, subject to the comments contained herein, additional royalties are due you in the amount of \$16,842,868, which includes interest. This report is an updated report from our November 22, 2004 report, whereby Universal acknowledged \$155,339 in claims.

Our examination included various tests of Universal's royalty accounting records, as we considered necessary to determine that the artist royalty statements rendered by Universal were prepared in accordance with the Agreements. In certain instances, as indicated in the report, projections based upon such tests were applied in determining additional royalties due.

With respect to accountings rendered to Universal by its foreign subsidiaries, affiliates, and licensees, our examination was limited to a review of such accountings submitted to Universal. Our examination was further limited to a review of internally generated Universal documentation prepared from these accountings. Original foreign source documents were not made available for review. It is possible, therefore, that royalty underpayments may exist which could only be discovered through an examination of the appropriate source documents and/or the accounting records maintained at the licensees' offices.

The procedures undertaken do not constitute an examination in accordance with generally accepted auditing standards as applied in rendering opinions on financial statements. It is understood that this report is solely for your information and that of your representatives and is to be used only for the purposes of resolving the matters discussed herein. As such, this report should not be associated with the financial statements of any entity.

GC-UMG 003700

11 West 21st Street 9th floor
New York, NY 10011

phone: (212) 683-4200
fax: (212) 683-4329

www.wecny.com
e-mail: info@wecny.com

1. Improper Deduction of Foreign Withholding Taxes-\$12,465

Foreign Income taxes deducted by Universal's foreign subsidiaries, licensees, and affiliates are deducted from royalties paid to you. Foreign tax credits are available to Universal for the amount of these taxes and should not be deducted from royalties payable to you. Foreign income taxes withheld during the examination totaled \$12,465 as shown on Schedule 1.

2. Unauthorized Premium Sales-\$35,908

The Agreement prohibits the release of premium records embodying a master without your consent. Universal did not provide us with any documented consent letters from you permitting the premium sales. Universal has sold a product at a reduced price and a reduced rate without such approval. Schedule 2 calculates additional royalties due you in the amount of \$35,908.

3. Incorrect Foreign and Domestic Pricing-\$476,248

The Agreements require that Universal shall pay you based on a Base Price being the suggested retail list price per record in the United States and outside the U.S. Universal is paying you based on an apparent wholesale price. As such, the domestic price should be uplifted 126%, and the foreign price should be uplifted 130%. Schedule 3 calculates additional royalties due you in the amount of \$476,248.

4. Incorrect Packaging Deduction-\$115,051

The Agreements allow for a packaging deduction for a disc (CD) at 12.5%. Through 2002, Universal had been incorrectly taking a 20% CD deduction. In addition, for the six-month period ending June 2003, Universal was utilizing a 25% CD deduction. Additional royalties of \$115,051 are due you as shown on Schedule 4.



WEC

GC-UMG 003701

5. Uncleared Samples via Bridgeport's Original Complaint-\$7,710,000

Schedule 5 lists out all of the uncleared samples taken from the original complaint (Exhibit C) that Bridgeport filed against numerous defendants in Nashville. Universal has not indicated whether it was paid for these uses (or is now pursuing payment) for the master interests. In some instances, Universal itself was listed as a defendant. Additional royalties of \$7,710,000 are due you as shown on Schedule 5.

6. Unapproved Uses of Masters-\$7,102,500

Schedule 6 lists out all of the unreported/unapproved uses of Masters in various sources (Television shows, Films and Samples). Universal has not indicated whether it was paid for these uses (or is now pursuing payment) for the master interests. Additional royalties of \$7,102,500 are due you as shown on Schedule 6.

OTHER MATTERS

1. Regarding the Parlet statements, initially no statements had ever been issued to you. As a result of our requests, Universal provided us with the royalty statements from the six-month periods ending December 1990 through December 2002. There was a significant unrecouped balance for the December 1990 statement. Further follow-up is recommended on obtaining all of the royalty statements from inception to ensure the propriety of the unrecouped balance.
2. Universal has not provided us with the synchronization licenses for our selections. As such, we could not verify if the synchronization income reported to you was appropriate. Follow-up is recommended.
3. The Club Agreement(s) was not provided. Follow up is recommended.
4. The manufacturing records were not provided to us. As such, we were not able to validate that the actual sales figures reported were accurate.
5. Universal has not provided us with the amount of Foreign Performance Income received by Universal (worldwide) as it related to the releases during the period under audit. Significant monies may be due. Follow-up is strongly recommended.



WEC

Respectfully submitted,

Whodunnit, Eric S. Chang

GC-UMG 003702

**George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Summary of Additional Royalties Due
For the Period of 1/1/00-6/30/03**

Exhibit A

<u>Claim Description</u>	<u>Amount Due</u>
1. Improper Deduction of Foreign Taxes Withheld	\$12,465
2. Unauthorized Premium Sales	35,908
3. Incorrect Foreign & Domestic Pricing	478,248
4. Incorrect Packaging Deduction	115,051
5. Uncleared Samples via Bridgeport's Original Complaint	7,710,000
6. Unapproved Uses of Masters	<u>7,102,500</u>
Total	<u>\$15,452,173</u>
Interest @ 9%	<u>\$1,390,698</u>
Additional Royalties Due	<u><u>\$16,842,868</u></u>

GC-UMG 003703

**George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Additional Royalties Due to Improper Deduction of Foreign Taxes Withheld
For the Period of 1/1/00-6/30/03**

Schedule 1

	Foreign Tax Withheld
Tax Amount-George Clinton (2000-2003)	\$ 1,392
Tax Amount-George Clinton (1991-1999)	\$ 10,521
Tax Amount-Parlet (2000-2003)	\$ 1
Tax Amount-Parlet (1993-1999)	\$ 551
Total Additional Royalties Due	<u>\$ 12,465</u>

17

GC-UMG 003704

**George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Additional Royalties Due to Unauthorized Premium Sales
For the Period of 1/1/00 - 6/30/03**

Schedule 2

Total Premium Sales Royalties Reported (2000-2003)	\$ 35,033	
Total Premium Sales Royalties Reported (1994-1999)	\$ 875	
Total Premium Sales	<u>\$ 35,908</u>	
 Pricing Adjustment to account for incorrect premium rate	 <u>\$ 35,908</u>	
 Additional Royalties Due		\$ 35,908
 Total Additional Royalties Due		<u>\$ 35,908</u>

GC-UMG 003705

**George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Additional Royalties Due to Incorrect Foreign and Domestic Pricing
For the Period of 1/1/00-6/30/03**

Schedule 3

	For the Period 2000-2003	For the Period 1991-1999	Total	Corrected Uplift	Correct Amount Payable	Royalties Due
Domestic Earnings	330,783	1,240,543	1,571,326	126%	1,979,870	408,545
Foreign Earnings	38,139	187,539	225,678	130%	293,381	67,703
						\$ 478,248

**George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Additional Royalties due to Incorrect Packaging Deduction
For the Period of 1/1/00-8/30/03**

Schedule 4

Period	Royalties Received Using 20%/25% Packaging	Correct Amount using 12.5% Packaging	Difference
2000-2002=>20%	\$ 204,855	\$ 223,841	\$ 19,186
1991-1999=>20%	\$ 948,990	\$ 1,037,958	\$ 88,968
2003=>25%	\$ 41,381	\$ 48,278	\$ 6,897

Additional Royalties Due

\$ 115,051

GC-UMG 003707

George Clinton/P-Funk, Inc. UMG Recordings, Inc.
 Additional Royalties Due to Uncleared Samples via Bridgeport's Original Complaint
 For the Period from January 1, 2000 to the Period Ending June 30, 2003

Infringing Sound Recording	Infringing Record	Infringed Sound Recording	Defendant Label	Defendant Entertainment Company (if different)	Claim
167 Ride By	167 Ride By	Motherhip Connection (Star Child)	PAR Records		\$ 60,000
2 Da Beat Ch Yell	Da Bomb	The Freeze (Sizzleanmean)	Sony Music Entertainment, Inc.		60,000
2-2 The Chest a/k/a 2-2 Da Chest	2 For The Show (Road Runner)	The Big Bang Theory	Road Runner Records, Power Records, Inc.		60,000
66 Mellow	Birth of Souladelic	Chocolate City	None		60,000
Ain't A Damn Thing Changed	Ain't A Damn Thing Changed	Colour Me Funky	None		60,000
Ain't A Damn Thing Changed	Ain't A Damn Thing Changed	Aqua Boogie (A Psychoalphediscoe tabloquadolooop)	None		60,000
Ain't That A Bitch	Neva Again	The Humpty Dance (contains Let's Play House)	Atlantic Recording Corp. d/b/a Atlantic Records	Warner Music Group, Inc.	60,000
Armed and Dangerous	Mack 10	Flashlight	None		60,000
Arrogance	Love Symbol Album	Niggaz 4 Life (contains Flashlight and Sir Nose D'Voidofunk)	Paisley Park Enterprises, Inc. d/b/a Paisley Park Records, WB Records, Inc.		60,000
Behind Closed Doors	Ain't A Damn Thing Changed	The Humpty Dance (contains Let's Play House)	None		60,000
Behind Closed Doors	Ain't A Damn Thing Changed	Agony of Defect	None		60,000
Bitch Made Niggas	Comrades	Dr. Funkenstein	None		60,000
Bitch Made Niggas	Comrades	Sir Nose D'Voidofunk	None		60,000
Bitches 2	O.G. Original Gansta	Dr. Funkenstein	Warner Bros. Records, Inc., London-Sire Records, Inc., Individually and a/s/t Sire Records Group, Inc.	Warner Music Group, Inc., Universal Music Group, Inc.	60,000
Blast First	Unleashed	The Big Bang Theory	Whirring Records, Unleashed Records		60,000
Blow Your Mind	Def Jam Music Group - Ten Year Anniversary	The Humpty Dance (contains Let's Play House)	None		60,000
BOBYAHEAD a/k/a Bobyahead!	The Best of Tag Team (Bellmark)	Flashlight	DM Records, Inc., Individually and a/s/t Bellmark Records		60,000
Bop Gun (One Nation)	Greatest Funkin' Hits (Capitol)	Bop Gun (Endangered Species)	None		60,000
Born to Roll	Sittin on Crome (Atlantic, Delicious Vinyl, Big Beat)	Peckit Réprise (contains The Motor-Booty Affair)	Delicious Vinyl, Inc., Atlantic Recording Corp. d/b/a Atlantic Records		60,000
Born to Roll	Sittin on Crome (Atlantic, Delicious Vinyl, Big Beat)	How Ya Do Dat (contains One of Those Funky Things)	Delicious Vinyl, Inc., Atlantic Recording Corp. d/b/a Atlantic Records		60,000
Bottoms Up	Deeper Than You Think	(Theme From The) Black Hole	Strictly Urban Recordings, Inc.		60,000

#56845

Schedule 5

Brand Nubian	One For All (Elektra)	Flashlight	Elektra Entertainment Group, Inc., individually and a/s/t Elektra Entertainment, a division of Warner Communications, Inc.	Warner Music Group, Inc.	60,000
Break Up, The	Ain't A Damn Thing Changed	Agency of Defect	None		60,000
Break Up, The	Ain't A Damn Thing Changed	The Humpty Dance (contains Let's Play House)	None		60,000
Brick House	Stop The Gun Fight	Flashlight	Platinum Entertainment, Inc., individually and a/s/t Intersound, Inc.		60,000
Bring Back Something For Da Hood	It Takes a Thief	The Big Bang Theory	Tommy Boy Music, Inc., individually and a/s/t Tommy Boy Music		60,000
Buck Tha Devil	Guerillas In Tha Mist	The Humpty Dance (contains Let's Play House)	Street Knowledge Records, Atlantic Recording Corp. d/b/a Atlantic Records, Elektra Entertainment Group, Inc., individually and a/s/t East West Records, Inc.	Warner Music Group, Inc., Street Knowledge Records	60,000
Buddah Nature	Secrets of the Hidden Temple	The Humpty Dance (contains Let's Play House)	Virgin Records America, Inc., Rap-A-Lot Records, Inc.	EMI Group, plc, Rap-A-Lot Records, Inc.	60,000
Bumball	Thugged Out: The Abolition	The Humpty Dance (contains Let's Play House)	Virgin Records America, Inc., Rap-A-Lot Records, Inc.	EMI Group, plc, Rap-A-Lot Records, Inc.	60,000
Buss N Rocks	No Limit Top Dogg	(Theme From The) Black Hole	None		60,000
Call It What U Want	Black Mafia Life (Warner Brothers, Giant)	Aqua Boogie (A Psychosopathicobe tabloquadoloop)	None		60,000
Can You Kick It Like This	For Deposit Only	Give Up The Funk (Tear The Roof Off The Sucker)	Waylo Way		60,000
Car-Hop	Coast Rides: Ori's Lowriding Competition	Motherhip Connection (Star Child)	World Movement Records, Inc., Damian Music, Inc., Polygram Records, Inc.		60,000
Cavey	Brewed In South Central	P-Funk (Wants to Get Funked Up)	Pump Records, Quality Records, Inc.		60,000
Change the Game (Remix)	The Professional Pt. 2	Aqua Boogie (A Psychosopathicobe tabloquadoloop)	Def Jam Records, Inc.	Universal Music Group, Inc.	60,000
Chronic (Intro), The	Dr. Dre The Chronic	Colour Me Funky	Interscope-Geffen-A&M, a division of Universal Music Group, Inc., individually and a/s/t Interscope Records, Inc.	Universal Music Group, Inc.	60,000
Colorless Love	Zebrahead (Original Soundtrack/OST)	The Humpty Dance (contains Let's Play House)	None		60,000
Come Back In One Piece	#1 Shunna (Mbin' Up S**t) (Quik)	Sir Nose D'Voidofunk	Quik Mix Records		60,000
Come On Y'all	Rotin Ta Da Core	How Do Yeaw View You (contains Ori's Those Funky Things)	None		60,000
Cowards In Compton	In The Nude (Luke, Little Joe)	Aqua Boogie (A Psychosopathicobe tabloquadoloop)	Luke Records, Inc., Deep Groove Records, Inc.		60,000

GC-UMG 003709

Module 5

Curb Servin	Curb Servin	Dr. Funkenstein	None	60,000
Cyndrome	Roll Out the Red Carpet	Placebo Syndrome	Epic Records, Inc., Epic Street, Sony Music Entertainment, Inc.	60,000
DVoldofpopniggafiedmegamix	Bootlegs & B-Sides	Bop Gun (One Nation) (contains Bop Gun (Endangered Species))	None	60,000
DVoldofpopniggafiedmegamix	Bootlegs & B-Sides	Steady Moblin (contains Sir Nose D'Voidoffunk)	None	60,000
DVoldofpopniggafiedmegamix	Bootlegs & B-Sides	Ghiv' Up The Nappy Dugout (contains Mr. Wiggles)	None	60,000
DVoldofpopniggafiedmegamix	Bootlegs & B-Sides	Jackin For Beets (contains Bop Gun (Endangered Species), The Humpty Dance)	None	60,000
DVoldofpopniggafiedmegamix	Bootlegs & B-Sides	Genata's Fairytale 2 a/k/a Genata's Fairytale (contains Sir Nose D'Voidoffunk)	None	60,000
DVoldofpopniggafiedmegamix	Bootlegs & B-Sides	It Was a Good Day (Contains Sir Nose D'Voidoffunk)	None	60,000
DVoldofpopniggafiedmegamix	Bootlegs & B-Sides	Ghetto Bird (contains Aqua Boogie (a Psychoalphanumeric tabloquadoloop))	None	60,000
Da Bomb	The Best of Kriss Kross	Give Up The Funk (Tear The Roof Off The Sucker)	Ruffhouse Records, Inc., Sony Music Entertainment, Inc.	60,000
Da Horny Man	Legalize It (Arieta, PGA Records)	Doowutchyalike (contains Flashlight)	PGA Records, Arieta Records, Inc., a unit of BMG Entertainment North America, Inc.	60,000
Daddy Never Left Ya	A Day in the Life of a Player	Mama Said Knock You Out (contains The Humpty Dance (contains Let's Play House))	Tommy Boy Music, Inc., Individually and a/e/t Tommy Boy Music	60,000
Dane You Can Bang Her (Street Mix)	Get Away Clean	Do That Stuff	In-A-Minute Records, Boutit, Inc. d/b/a No Limit Records	60,000
Day I Die, The	It's a B.G. Thang	Gazini' On Ya	None	60,000
Day I Die, The	It's a B.G. Thang	Aqua Boogie (A Psychoalphanumeric tabloquadoloop)	None	60,000
Deal Is Da Funk, The	FunkaFied	Flashlight	Wrap Records	60,000
Deal Is Da Funk, The	FunkaFied	Bop Gun (Endangered Species)	Wrap Records	60,000
Deal Is Da Funk, The	FunkaFied	The Big Bang Theory	Wrap Records	60,000
Do Something	On How Life Is (Sony, Epic)	Funky For You (contains Do That Stuff)	Epic Records, Inc.	60,000
Dog From Around the Way	Zebrahead (Original Soundtrack/OST)	Do That Stuff	Ruffhouse Records, Inc., Sony Music Entertainment, Inc., Columbia Records, a division of Sony Music Entertainment, Inc.	60,000
Don't Be Afraid	Aaron Hall (MCA)	The Humpty Dance (contains Let's Play House)	MCA Records, Inc.	60,000
Dr. Frankenstein	War & Peace Vol. 1 (The War	Dr. Funkenstein	None	60,000

GC-UMG 003710

Schedule 5

Dr. Trevis	Dare Iz A Darkside	Blow Your Mind (contains the Humpty Dance (contains Let's Play House))	None		60,000
Dr. Trevis	Dare Iz A Darkside	Blow Your Mind (contains Theme From Black Hole)	None		60,000
Dr. Trevis (Signs Off)	Dare Iz A Darkside	Blow Your Mind (contains The Humpty Dance (contains Let's Play House))	None		60,000
Dr. Trevis (Signs Off)	Dare Iz A Darkside	Blow Your Mind (contains Theme From Black Hole)	None		60,000
Endangered Species	AmeriKKa's Most Wanted	Flashlight	None		60,000
Endangered Species	AmeriKKa's Most Wanted	Bop Gun (Endangered Species)	None		60,000
Fantasy Is Reality	Early Years (Deep Beat)	Fantasy Is Reality (Parliament Live Casablanca 1977)	Deep Beat Records, a division of Castle Records		60,000
Fantasy Is Reality (Hangin' In There)	George Clinton with Parliament	Fantasy Is Reality (Parliament Live Casablanca 1977)	Auritic Records		60,000
First We Pray	G-Funk Classics	(Theme From The) Black Hole	Breakaway Navarre		60,000
Flashlight	Funk Um Again... For the First	Flashlight	Funkworks Entertainment		60,000
Flashlight	The Mix Tape, Vol. 2: 60 Minutes of Funk (RCA, Relativity)	Flashlight	Loud Records, LLC, Main Source Entertainment	Sony Music Entertainment, Inc., Main Source Entertainment	60,000
Freestyle	Best of Tag Team (Bellmark)	Aqua Boogie (A Psychoalphadiscobabooquadriloop)	DM Records, Inc., individually and a/s/t Bellmark Records		60,000
Freestyle Joint	In The Nude	How Do Yaew View You (contains One of Those Funky Things)	Luke Records, Inc., Deep Groove Records, Inc.		60,000
Funky For You	Laid In Full	Funky For You (contains Do That Stuff)	Blackberry Records		60,000
Funky Gripata	Home Invasion	Funkentelectry	None		60,000
Funky Situation/Back From Another Mission	The Best of Tag Team	Flashlight	DM Records, Inc., individually and a/s/t Bellmark Records		60,000
G's Iz G's	Raplife	Rockafella (R.I.P.) (contains Flashlight)	Loud Records, LLC	Sony Music Entertainment, Inc.	60,000
Gang Related	Gang Related (single)	Flashlight	Loud Records, LLC, individually and a/s/t Relativity Records	BMG Entertainment, Inc., Sony Entertainment, Inc.	60,000
Ganja Stroll	Don't Blame It On Da Musik	Aqua Boogie (A Psychoalphadiscobabooquadriloop)	Virgin Records America, Inc., Rap-A-Lot Records, Inc.	EMI Group, plc, Rap-A-Lot Records, Inc.	60,000
Ganja Stroll	Don't Blame It On Da Musik	Give Up The Funk (Tear The Roof Off The Sucker)	Virgin Records America, Inc., Rap-A-Lot Records, Inc.	EMI Group, plc, Rap-A-Lot Records, Inc.	60,000
Ganster Funk	Unknown	Flashlight	Polygram Records, Inc.	Universal Music Group, Inc.	60,000
Get Down/Humpty Dance/Dope On Plastic... (Track 7)	The Prodigy Presents: The Ditchamber Sessions, Vol. 1	The Humpty Dance (contains Let's Play House)	Beggars XL Recordings		60,000
Get It Right	Class Act (Original)	The Big Bang Theory	Giant Records, Inc.	Warner Music Group, Inc.	60,000
Get My Freak On	Never Seen A Rapper Like This	Agony of Defect	Sony Music Entertainment, Inc.		60,000
Get My Freak On	Never Seen A Rapper Like This	The Big Bang Theory	Sony Music Entertainment, Inc.		60,000

GC-UMG 003711

chedule 5

Get On The Inside	Michael Hutchence	Motherhip Connection (Star Child)	V2 Records	BMG Entertainment, Inc.	60,000
Ghetto Bird	Lethal Injection	Aqua Boogie (A Psychoalphadiscobe tabloquadoloop)	None		60,000
Ghetto Serenade	Ain't A Damn Thing Changed	Gamin' On Ya	None		60,000
Give Up The Funk (Tear The Roof Off The Sucker)	Funk Um Again... For the First Time, Live in LA	Give Up The Funk (Tear The Roof Off The Sucker)	Funkworks Entertainment		60,000
Give Up The Funk (Tear The Roof Off The Sucker)	City Wide Classics	Give Up The Funk (Tear The Roof Off The Sucker)	Main Source Entertainment		60,000
Given Up Nappy Dug Out	Death Certificate	Mr. Wiggles	None		60,000
Gold Digger	Def Jam Music Group - Ten Year Anniversary	Freak of the Week	None		60,000
Good Life	Blackstreet	The Humpty Dance (contains Let's Play House)	Interscope-Geffen-A&M, a division of Universal Music Group, Inc., individually and a/e/i Interscope Records, Inc.	Universal Music Group, Inc.	60,000
Good Times	Zebrahead (Original Soundtrack/OST)	Give Up The Funk (Tear The Roof Off The Sucker)	Sony Music Entertainment, Inc., Ruffhouse Records, Inc.		60,000
Grand Finale	Legit Ballin	Grand Finale (contains Chocolate City)	Legit Ballin' Records		60,000
Grown' Up In The Hood	Straight Check'n'em (Orpheus, Epic, Columbia)	Rollin' Wit Da Lench Mob (contains Aqua Boogie (A Psychoalphadiscobe tabloquadoloop)	Epic Records, Inc., Orpheus Records, Inc., Warner Bros. Records, Inc., Sony Music Entertainment, Inc.		60,000
Guerillas In The Mist a/k/a Guerillas In The Mist	Maximum Rap	Sir Nose D'Voidofunk	Atlantic Recording Corp. d/b/a Atlantic Records	Warner Music Group, Inc.	60,000
Help Lord, Won't You Come	The Funky Headhunter	Sir Nose D'Voidofunk	Giant Records, Inc.	Warner Music Group, Inc.	60,000
High Priest of Turbulence	Terminator X & The Valley of Jeop	H-Funk (Wants to Get Funked Up)	None		60,000
Holiday Madness	Neva Again	The Humpty Dance (contains Let's Play House)	Atlantic Recording Corp. d/b/a Atlantic Records, Street Knowledge Records	Warner Music Group, Inc., Street Knowledge Records	60,000
Hollywood	The Town I Live In	Gamin' On Ya	Zoo Entertainment		60,000
Hollywood	Cydalwyz, Hollywood (single)	The Humpty Dance (contains Let's Play House)	Lightyear Entertainment, L.P., Swerve Entertainment, Inc.		60,000
Home Invasion	Home Invasion	Flashlight	None		60,000
House The Dog Built, The	House The Dog Built	Give Up The Funk (Tear The Roof Off The Sucker)	Ear Candy Records		60,000
How to Survive in South Centra	Boyz n The Hood (Original Soundtrack/OST)	Agony of Defeat	Warner Bros. Records, Inc., Qwest Records, Inc.		60,000
How to Survive in South Centra	Boyz n The Hood (Original Soundtrack/OST)	Supergroovallisticprosfunkination	Warner Bros. Records, Inc., Qwest Records, Inc.		60,000
How We Comin'	An Eye For An Eye	Aqua Boogie (A Psychoalphadiscobe tabloquadoloop)	Big Beat Records		60,000
How We Comin'	An Eye For An Eye	Flashlight	Big Beat Records		60,000
How Ya Do Dat	The Best of 97.9 FM KBXX The Box	(1) One of Those (2) Funky Things	Boutik, Inc. d/b/a No Limit Records, KBXX/Clear Channel Radio	Boutik, Inc., KBXX/Clear Channel Radio	60,000

GC-UMG 003712

#3679

Module 5

Humpty Dance, The	Somethin Wicked This Way Comes	The Humpty Dance (contains Let's Play House)	Chord Recordings		60,000
I Don't Dance	Straight Check'n'em	Sir Nose D'Voidofunk	Epic Records, Inc., Orpheus Records, Inc., Sony Music Entertainment, Inc.	Sony Music Entertainment, Inc.	60,000
I Don't Dance	Straight Check'n'em	(Theme From The) Black Hole	Epic Records, Inc., Orpheus Records, Inc., Sony Music Entertainment, Inc.	Sony Music Entertainment, Inc.	60,000
I Don't Dance	Straight Check'n'em	Jackin For Beats (contains Bop Gun (Endangered Species))	Epic Records, Inc., Orpheus Records, Inc., Sony Music Entertainment, Inc.	Sony Music Entertainment, Inc.	60,000
I Don't Dance	Straight Check'n'em	Jackin For Beats (contains The Humpty Dance (contains Let's Play House))	Epic Records, Inc., Orpheus Records, Inc., Sony Music Entertainment, Inc.	Sony Music Entertainment, Inc.	60,000
I Made Love (4 Da Very 1st Time)	The Voice In the Mirror	Do That Stuff	Capitol Records, Inc.	EMI Group, plc	60,000
I Made Love (4 Da Very 1st Time)	The Voice In the Mirror	The Humpty Dance (contains Let's Play House)	Capitol Records, Inc.	EMI Group, plc	60,000
I Shall Return	Who Got the Gravy?	Sir Nose D'Voidofunk	Jake Records, Interscope-Geffen-A&M, a division of Universal Music Group, Inc., individually and a/s/t Interscope Records, Inc.	Universal Music Group, Inc.	60,000
I Wanna Kill Sam	Death Certificate	Chocolate City	None		60,000
I Would If I Could	Ebony/Ebony	Motherhip Connection (Star Child)	Elektra Entertainment Group, Inc., individually and a/s/t Elektra Entertainment, a division of Warner Communications, Inc.	Warner Music Group, Inc.	60,000
I'll Take Ya Man 97	Unlady Like	I'll Take Your Man (contains Flashlight)	Boutit, Inc. d/b/a No Limit Records	Boutit, Inc.	60,000
I'll Take Your Man	Hot, Cool, Vicious	Flashlight	Next Plateau Records, Inc., a division of London Records, a division of London-Sire Music Corp.	Universal Music Group, Inc.	60,000
I've Been Watching You	Global Kubb'n' Vol. 2-Paris	I've Been Watchin' You (Move Your Sexy Body)	Max Music		60,000
I've Been Watching You	The Very Best of Southside Movement: I've Been Watchin' You	I've Been Watchin' You (Move Your Sexy Body)	Collectables Records, Inc.		60,000
In the Mist of Funk	In the Mist of Funk (single)	Flashlight	Tommy Boy Music, Inc., individually and a/s/t Tommy Boy Music		60,000
Into the Future	Into the Future	Motherhip Connection (Star Child)	Mercury Records, a division of Universal Music Group, Inc.	Universal Music Group, Inc.	60,000
It's All Bad	The Shaddest One	Chocolate City	None		60,000
It's Like That	The Villain In Black	The Humpty Dance (contains Let's Play House)	Compton Records, Inc. d/b/a Ruthless Records, Inc.	Compton Records, Inc.	60,000
Jackin For Beats	Kill At Will	Bop Gun (Endangered Species)	None		60,000
Jackin For Beats	Kill At Will	The Humpty Dance (contains Let's Play House)	None		60,000

GC-UMG 003713

Just Like A Nigga	The Show Ain't Over Til' The Fat Man Swings	Niggaz 4 Life (contains Flashlight)	None		60,000
Just Like A Nigga	The Show Ain't Over Til' The Fat Man Swings	Niggaz 4 Life (contains Sir Nose D'Voidoffunk)	None		60,000
Just to Get A Rep	Full Clip: A Decade of Gang Starr (Virgin, Cooltempo)	Funky For You (contains Do That Stuff)	Virgin Records America, Inc., Cooltempo Records	EMI Group, plc., Cooltempo Records	60,000
King of LA	Meck 10 Presents Hoo-Bangin' The Mix Tape, Vol. 1	Flashlight	None		60,000
King of LA	Thicker Than Water (Soundtrack/OST)	Chocolate City	None		60,000
Last Wordz	Strictly For My N.I.G.G.A.Z.	Flashlight	Interscope-Geffen-A&M, a division of Universal Music Group, Inc., individually and a/s/t Interscope Records, Inc.	Universal Music Group, Inc.	60,000
Let It Reign	Thicker Than Water	Trombipulation	None		60,000
Let It Reign	Thicker Than Water	The Big Bang Theory	None		60,000
Let Me Ride	None	Let Me Ride (contains Mothership Connection (Star Child))	None		60,000
Lettin' Em Know	The World Is Yours	Dr. Funkenstein	Virgin Records America, Inc., Rap-A-Lot Records, Inc.	EMI Group, plc, Rap-A-Lot Records, Inc.	60,000
Lettin' Em Know	The World Is Yours	Boo Gun (Endangered Species)	Virgin Records America, Inc., Rap-A-Lot Records, Inc.	EMI Group, plc, Rap-A-Lot Records, Inc.	60,000
Lettin' Em Know	The World Is Yours	The Humpty Dance (contains Let's Play House)	Virgin Records America, Inc., Rap-A-Lot Records, Inc.	EMI Group, plc, Rap-A-Lot Records, Inc.	60,000
Lil' Sumplin	The Lawhouse Experience Vol. 1	Flashlight	None		60,000
Little Locs	Seattle...The Dark Side	Flashlight	American Recordings, Rhyme Cartel Recordings	Sony Music Entertainment, Inc., Warner Music Group, Inc.	60,000
Live and Let Die	Live and Let Die	Chocolate City	Cold Chillin' Records & Video, Inc.	Warner Music Group, Inc.	60,000
Live On Wzack	Nuttin Less Nuttin Mo	Dr. Funkenstein	None		60,000
Love Is All We Need (remix)	DJ Stubble's Traffic Jams	The Humpty Dance (contains Let's Play House)	Warlock Records, Inc.		60,000
Love Jones	Eye II Eye	Flashlight	Hokus Pokus Records		60,000
Machine Gun Funk	Ready To Die	Up For the Down Stroke	Arista Records, Inc., a unit of BMG Entertainment North America, Inc., Bad Boy Records	BMG Entertainment North America, Inc., Bad Boy Records	60,000
Mah Boyz	Always Somethang	Mothership Connection (Star Child)	Warlock Records, Inc., Pitch Control Records	Warlock Records, Inc., Pitch Control Records	60,000
Mah Boyz	Always Somethang	P-Funk (Wants to Get Funked Up)	Warlock Records, Inc., Pitch Control Records	Warlock Records, Inc., Pitch Control Records	60,000
Make Em Bounce	Eye II Eye	If Anybody Gets Funked Up (It's Going to be You)	Hokus Pokus Records		60,000
Make Em Bounce	Eye II Eye	Flashlight	Hokus Pokus Records		60,000
Mama Said Knock You Out	Living in the Present Future (Bonus)	The Humpty Dance (contains Let's Play House)	None		60,000
Man's Best Friend	Death Certificate	Flashlight	None		60,000

GC-UMG 003714

#56951

Schedule 5

Martial Law (Hey Man...Smell My Finger) a/k/a Martial Law	Hey Man...Smell My Finger (Paisley Park)	The Humpty Dance (contains Let's Play House)	Paisley Park Enterprises, Inc. d/b/a Paisley Park Records, WB Records, Inc.	60,000
Martial Law (Hey Man...Smell My Finger) a/k/a Martial Law	Hey Man...Smell My Finger (Paisley Park)	Flashlight	Paisley Park Enterprises, Inc. d/b/a Paisley Park Records, WB Records, Inc.	60,000
Martial Law (Hey Man...Smell My Finger) a/k/a Martial Law	Hey Man...Smell My Finger (Paisley Park)	Give Up The Funk (Tear The Roof Off The Sucker)	Paisley Park Enterprises, Inc. d/b/a Paisley Park Records, WB Records, Inc.	60,000
Mathematics	T.A.P.O.A.F.O.M.	The Humpty Dance (contains Let's Play House)	Sony Music Entertainment, Inc.	60,000
Mistadobalina	I Wish My Brother George Was Here (Elektra, Asylum)	(Gloryhallasloopyd) Pin The Tale on the Funky	Elektra Entertainment Group, Inc., individually and a/s/t Elektra Entertainment, a division of Warner Communications, Inc., Asylum Records, Inc. a division of Elektra Entertainment Group, Inc.	Warner Music Group, Inc. 60,000
Mistadobalina	I Wish My Brother George Was Here (Elektra, Asylum)	Flashlight	Elektra Entertainment Group, Inc., individually and a/s/t Elektra Entertainment, a division of Warner Communications, Inc., Asylum Records, Inc. a division of Elektra Entertainment Group, Inc.	Warner Music Group, Inc. 60,000
More Bounce	Big Tyme	Give Up The Funk (Tear The Roof Off The Sucker)	None	60,000
More Like and Orgy	A Lesson To Be Learned	The Big Bang Theory	H.R.D. Productions	60,000
Motherhip Connection (Star Child)	Funk Um Again...For the First Time, Live In LA	Motherhip Connection (Star Child)	Funkworks Entertainment	60,000
Motherhip Reconnection	Crunch: High Impact Cardio Workout, Vol. 1 (TVT)	Motherhip Connection (Star Child)	TVT Records, Inc. a/k/a Tee Vee Toons	60,000
Movin On	Hoopla	The Motor-Booty Affair	POCP, TVT Records, Inc. a/k/a Tee Vee Toons	60,000
Nickel Bag a/k/a Nickel	Hootie Mack (MCA)	Sir Nose D'Voldoffunk	MCA Records, Inc.	Universal Music Group, Inc. 60,000
Niggaz 4 Life	EPIL4ZAGGIN	Flashlight	None	60,000
Nobody On Dry Land	Whatcha Gonna Do	Gamin' On Ya	None	60,000
Nothing to Lose	R U Still Down? (Remember Me)	The Grand Finale (contains Chocolate City)	None	60,000
Nothing to Lose	R U Still Down? (Remember Me)	Us (contains Gamin' On Ya)	None	60,000
OJ Meets Ike (a/k/a Press Conference)	Roll With The New	Motherhip Connection (Star Child)	Dreamworks Records, a division of Interscope-Geffen-A&M, a division of Universal Music Group, Inc., SKG Music, LLC	Universal Music Group, Inc., SKG Music, LLC 60,000

GC-UMG 003715

Schedule 5

OJ Meets Ike (a/k/a Press Conference)	Roll With The New	Mama Said Knock You Out (contains The Humpty Dance (contains Let's Play House))	Dreamworks Records, a division of Interscope-Geffen-A&M, a division of Universal Music Group, Inc., SKG Music, LLC	Universal Music Group, Inc., SKG Music, LLC	60,000
OJ Meets Ike (a/k/a Press Conference)	Roll With The New	Niggaz 4 Life (contains Flashlight)	Dreamworks Records, a division of Interscope-Geffen-A&M, a division of Universal Music Group, Inc., SKG Music, LLC	Universal Music Group, Inc., SKG Music, LLC	60,000
OJ Meets Ike (a/k/a Press Conference)	Roll With The New	Niggaz 4 Life (contains Sir Nose D'Voidofunk)	Dreamworks Records, a division of Interscope-Geffen-A&M, a division of Universal Music Group, Inc., SKG Music, LLC	Universal Music Group, Inc., SKG Music, LLC	60,000
Only Fear of Death	R U Still Down? (Remember Me)	Shit Don't Stop (contains Aqua Boogie (A Psychoelphediscobe tobloquadoloop))	None		60,000
Onslaught, The	War Zone	How Do Yeaw View You (contains One of Those Funky Things)	None		60,000
Outstanding (a/k/a I'm Outstanding)	Shag Diesel	The Humpty Dance (contains Let's Play House)	None		60,000
Outta My Life	Guerilla Funk	P-Funk (Wants to Get Funked Up)	Scarface Records		60,000
Party Time	Back From Hell	Bop Gun (Endangered Species)	Arista Records, Inc., a unit of BMG Entertainment North America, Inc., Individually and a/s/t Profile Records	BMG Entertainment, Inc.	60,000
Peace Treaty	Neva Again	Funkin' For Fun	Elektra Entertainment Group, Inc., Individually and a/s/t East West Records, Inc., Street Knowledge Records, Atlantic Recording Corp. d/b/a Atlantic Records	Warner Music Group, Inc., Street Knowledge Records	60,000
Phila-del-phi-A (Radio)	Mike Watts (single)	Motherhip Connection (Star Child)	Watts Records, Inc.		60,000
Physical Funk	Physical Funk	Flashlight	None		60,000
Pick Up The Phone	The Truth	The Humpty Dance (contains Let's Play House)	MCA Records, Inc., Silas Records	Universal Music Group, Inc., Silas Records	60,000
Pissin On Your Steps	I Wish My Brother George Was Here	Colour Me Funky	Elektra Entertainment Group, Inc., Individually and a/s/t Elektra Entertainment, a division of Warner Communications, Inc.	Warner Music Group, Inc.	60,000
Play The Next Man	Business Never Personal	Sir Nose D'Voidofunk	None		60,000

GC-UMG 003716

Point The Finga	Strictly For My N.I.G.G.A.Z.	Bop Gun (Endangered Species)	Interscope-Geffen-A&M, a division of Universal Music Group, Inc., individually and a/s/t Interscope Records, Inc., Restless Records, a Regency Enterprises, Inc. Company, Enigma Records	Universal Music Group, Inc., Regency Enterprises, Inc., Enigma Records	60,000
Premonition of a Black Prisoner	Times Up	P-Funk (Wants to Get Funked Up)	Atlantic Recording Corp. d/b/a Atlantic Records	Warner Music Group, Inc.	60,000
Psychobatabuckdown	Cypress Hill	Aqua Boogie (A Psychoalphanumeric tabloquadoloop)	Sony Music Entertainment, Inc., Columbia Records, a division of Sony Music Entertainment, Inc., Ruthhouse Records, Inc.	Sony Music Entertainment, Inc., Ruthhouse Records, Inc.	60,000
Pump It	Super Squad	Flashlight	DM Records, Inc.		60,000
Pumps and A Bump	The Funky Headhunter	Motherhip Connection (Star Child)	None		60,000
Really Doe	Lethal Injection	The Humpty Dance (contains Let's Play House)	None		60,000
Repent	Many Faces	Headbanger (contains One of Those Funky Things)	None		60,000
Rockafella	Hip Hop Factory - The Bomb (Hip Hop Vol. 1) (Backstage)	Flashlight	Backstage Records		60,000
Rockin to the P.M.	Live From the Styletron (Hollywood, Elektra)	Sir Nose D'Voidofunk	Hollywood Basic, Inc., Elektra Entertainment Group, Inc., individually and a/s/t Elektra Entertainment, a division of Warner Communications, Inc.	The Walt Disney Company, Warner Music Group, Inc.	60,000
Rollin With the Lench Mob	AmeriKKKa's Most Wanted	Aqua Boogie (A Psychoalphanumeric tabloquadoloop)	None		60,000
Rumpofsteelakin	Funk Um Again...For the First	Rumpofsteelakin	Funworks Entertainment		60,000
Say Ahh...	Dewdrops In The Garden	Let Me Be	None		60,000
Section 11350	The Call Me Mr. Kane	(Theme From The) Black Hole	Eureka Records	Azi Entertainment Group, Inc.	60,000
Shit Don't Stop	Thug Life Volume 1 (Explicit)	Aqua Boogie (A Psychoalphanumeric tabloquadoloop)	Interscope-Geffen-A&M, a division of Universal Music Group, Inc., individually and a/s/t Interscope Records, Inc.	Universal Music Group, Inc.	60,000
Shwingalokale	De La Soul Is Dead (Tommy Boy)	Flashlight	Tommy Boy Music, Inc., individually and a/s/t Tommy Boy Music		60,000
Silent Treatment	Abercrombie & Fitch (Tempo)	Do That Stuff	TEMPO Music, Inc.		60,000
Simple & Funky	Simple & Funky	The Motor-Booty Affair	Alex Records, EMI Music, Inc. d/b/a EMI Records		60,000
Soldier 4 Life	Guilty Till Proven Innocent	Niggaz 4 Life (contains Flashlight)	Boutit, Inc. d/b/a No Limit Records	Boutit, Inc.	60,000
Soldier 4 Life	Guilty Till Proven Innocent	Niggaz 4 Life (contains Sir Nose D'Voidofunk)	Boutit, Inc. d/b/a No Limit Records	Boutit, Inc.	60,000

GC-UMG 003717

Schedule 5

South, The	Master P Presents Down South Hustlers Bouncin' and Swingin' The Value Pack Compilation	Aqua Boogie (A Psychoalphadiscobloaquadolooop)	Boutit, Inc. d/b/a No Limit Records	Boutit, Inc.	60,000
Steady Mobbin	Death Certificate	Sir Nose D'Voidofunk	None		60,000
Steady Mobbin	Prince Paul Presents a Prince Among Thieves	Steady Mobbin (contains Sir Nose D'Voidofunk)	Tommy Boy Music, Inc., Individually and a/s/t Tommy Boy Music		60,000
Str8 Hustler	Y?N-Vee	I've Been Watchin' You (Move Your Sexy Body)	None		60,000
Straight Gangstazism	TW Death Do Us Part	(You're A Fish And I'm A) Water Sign	Rap-A-Lot Records, Inc., Virgin Records, America, Inc.	Rap-A-Lot Records, Inc., EMI Group, plc	60,000
Strictly For the Streets	Unmasked	He's Gamin On Ya (contains Chocolate City)	Atlantic Recording Corp. d/b/a Atlantic Records	Warner Music Group	60,000
Table Dance	Swing n	(Theme From The) Black Hole	Skiless Records		60,000
Tear the Roof Off	Don't Fight The Feelin	Give Up The Funk (Tear The Roof Off The Sucker)	Chrysalis Records, Inc., Capitol Records, Inc.	EMI Group, plc	60,000
Tellin' Time	West Coast Rap All Stars (Warner Bros.)	P-Funk (Wants to Get Funked Up)	Warner Bros. Records, Inc.		60,000
The Vibe	The Vibe (single)	Give Up The Funk (Tear The Roof Off The Sucker)	Imperial Records, Inc., Pure Records, Inc.		60,000
The Humpty Dance (Mini-Humpty Radio Mix)	Humpty Dance (single)	The Humpty Dance (contains Let's Play House)	Tommy Boy Music, Inc., Individually and a/s/t Tommy Boy Music		60,000
The Humpty Dance (Bonus Hump Mix)	Humpty Dance (single)	The Humpty Dance (contains Let's Play House)	Tommy Boy Music, Inc., Individually and a/s/t Tommy Boy Music		60,000
The Humpty Dance (Humpatrimonial Mix)	Humpty Dance (single)	The Humpty Dance (contains Let's Play House)	Tommy Boy Music, Inc., Individually and a/s/t Tommy Boy Music		60,000
The Motor-Booty Affair	Funk Um Again... For the First	The Motor-Booty Affair	Funkworks Entertainment		60,000
This Is Du Roc	How Not to Get Jaccod	(Theme From The) Black Hole	P.R. Records, Kyle Eastern, Sr. d/b/a Diamond Life Music		60,000
This is Your Life	Funky Divas	Aqua Boogie (A Psychoalphadiscobloaquadolooop)	Elektra Entertainment group, Inc., Individually and a/s/t East West Records, Inc.	Warner Music Group, Inc.	60,000
Time 4 Sum Aksion	Whut? These Album	The Humpty Dance (contains Let's Play House)	None		60,000
Tonall Check	Musical Meltdown	Shute Fuck Up (contains Dr. Funkenstein)	Perspective		60,000
Trapped	Planet of da Apes	The Humpty Dance (contains Let's Play House)	None		60,000
Trespass	Trespass (Original Soundtrack/OST) (Sire)	Give Up The Funk (Tear The Roof Off The Sucker)	London-Sire Records, Inc., Individually and a/s/t Sire Records Group, Inc.	Universal Music Group, Inc.	60,000
Trespass	Trespass (Original Soundtrack/OST) (Sire)	Bop Gun (Endangered Species)	London-Sire Records, Inc., Individually and a/s/t Sire Records Group, Inc.	Universal Music Group, Inc.	60,000
Trespass	Trespass (Original Soundtrack/OST) (Sire)	Funkentelechy	London-Sire Records, Inc., Individually and a/s/t Sire Records Group, Inc.	Universal Music Group, Inc.	60,000

GC-UMG 003718

Schedule 5

Turn This Mutha Out	Let's Get It Started	Give Up The Funk (Tear The Roof Off The Sucker)	Alliance Records		60,000
Ugly Pictures	Sticky Savage	So Ruff (contains Flashlight)	Elektra Entertainment Group, Inc., individually and a/e/t East West Records, Inc.	Warner Music Group, Inc.	60,000
Ugly Pictures	Sticky Savage	So Ruff (contains Bob Gun (Endangered Species))	Elektra Entertainment Group, Inc., individually and a/e/t East West Records, Inc.	Warner Music Group, Inc.	60,000
Under a Nouveau Groove	Under a Nouveau Groove	Flashlight	Warner Bros. Records		60,000
Vibe Alive	Perfect Machine	Motherhip Connection (Star Child)	Columbia Records, a division of Sony Music Entertainment, Inc.		60,000
Vibe Alive	Perfect Machine	Chocolate City	Columbia Records, a division of Sony Music Entertainment, Inc.		60,000
W Balls	Boasaline	Flashlight	Boukt, Inc. d/b/a No Limit Records	Boukt, Inc.	60,000
Wanted	Straight Check'n'em	The Big Bang Theory	Orpheus Records, Inc., Epic Records, Inc., Columbia Records, a division of Sony Music Entertainment, Inc.	Sony Music Entertainment, Inc.	60,000
Warm It Up	Totally Krossed Out (Ruffhouse, Sony/Columbia)	The Humpty Dance (contains Let's Play House)	Ruffhouse Records, Inc., Sony Music Entertainment, Inc., Columbia Records, a division of Sony Music Entertainment, Inc.	Ruffhouse Records, Inc., Sony Music Entertainment, Inc.	60,000
Way of the Rhyme (Live Version)	Totally Krossed Out (Ruffhouse, Sony/Columbia)	You Can't Fade Me (contains Rumpofsteelskin)	Ruffhouse Records, Inc., Sony Music Entertainment, Inc., Columbia Records, a division of Sony Music Entertainment, Inc.	Ruffhouse Records, Inc., Sony Music Entertainment, Inc.	60,000
We Want the Funk	Jukebox Hits Disc #20	Give Up The Funk (Tear The Roof Off The Sucker)	SMSP	Sony Music Entertainment, Inc.	60,000
Weed For Life (Remix)	Smoke the Herb the 2nd Pound	The Humpty Dance (contains Let's Play House)	VP Records, Inc.		60,000
Western Hills Funk	86 Tha Madness	Motherhip Connection (Star Child)	None		60,000
Western Hills Funk	86 Tha Madness	Bop Gun (Endangered Species)	None		60,000
What a Day	Heroz4hire	It Was a Good Day (Contains Sir Nose D'Voidoffunk)	Knowsavage Records		60,000
What About Your Friends	Ooooooh...On the TLC Tip (LaFace)	The Humpty Dance (contains Let's Play House)	LaFace Records, a joint venture of LaFace Records, Inc. and Arista Ventures, Inc., LaFace Records, Inc., Arista Records, Inc., a unit of BMG Entertainment North America, Inc.	LaFace Records, Inc., BMG Entertainment, Inc.	60,000
What That South Central Like	South Central Los Skanless	Motherhip Connection (Star Child)	Lench Mob Records		60,000
What You Wanna Do	South Central Los Skanless	(Theme From The) Black Hole	Lench Mob Records		60,000

GC-UMG 003719

—

ۛۛ

Amount Due to Artist (50%)

**George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Additional Royalties Due to Unapproved Uses of Masters
For the Period from January 1, 2000 to the Period Ending June 30, 2003**

Schedule B

<u>Source</u>	<u>Claim</u>
Television Shows	2,295,000 A
Films	150,000 B
Samples	<u>11,760,000 C</u>
	<u>\$ 14,205,000</u>
Amount due to Artist (50%)	<u>\$ 7,102,500</u>

GC-UMG 003721

George Clinton/P-Funk, Inc./JMG Recordings, Inc.
Additional Royalties Due to Unapproved Uses of Masters
For the Period from January 1, 2000 to the Period Ending June 30, 2003

Schedule 6A

TELEVISION

1st Quarter 1999

Song	Series	Source	Episode	Claim
Flashlight	Can't Hardly Wait	Viewers Choice		15,000
Flashlight	Fresh Prince of Bel Air	SATEL CARR-WPIX	Fresh Prince of Bel Air	15,000
Flashlight	Fresh Prince of Bel Air	SATEL CARR-KTLA	Soul Train	15,000
Flashlight	Gong Show	Game Show	Gong Show	15,000
Do That Stuff	History of Rock and Roll	Satel CARR-WSBK	Episode 008	15,000
Flashlight	How Stella Got Her Groove Back	Viewers Choice		15,000
Up For the Down Stroke	KLFY Passe Partout	TV Local PP	November 18 1998	15,000
Chocolate City	Late Show With David Letterman	CBS	Episode 1178	15,000
Flashlight	New York Undercover	USA Network	Drop Dead Gorgeous	15,000
Flashlight	Solid Gold 70's	TV Local PP		15,000
				<u>150,000</u>

2nd Quarter 1999

Song	Series	Source	Episode	Claim
Flashlight	Can't Hardly Wait	HBO		15,000
Give Up The Funk	KCRG News at 8 00 A SAT	TV Local PP	December 05 1998	15,000
Flashlight	Keenan Ivory Waynes Show	TV Local PP	Episode 1084	15,000
Flashlight	Motown Live	TV Local BL	September 28 1998	15,000
Give Up The Funk	Motown Live	TV Local BL	September 28 1998	15,000
Give Up The Funk	PCU	Comedy Central		15,000
Flashlight	PJ S	FOX	Bones Bugs and Harmony	15,000
Let's Play House	Real World	MTV	Episode 504	15,000
Bop Gun	Rock and Roll	PBS	Make It Funky	15,000
Cosmic Stop	Rock and Roll	PBS	Make It Funky	15,000
Do That Stuff	Rock and Roll	PBS	Make It Funky	15,000
DR Funkenstein	Rock and Roll	PBS	Make It Funky	15,000
Flashlight	Rock and Roll	PBS	Make It Funky	15,000
Give Up The Funk	Rock and Roll	PBS	Make It Funky	15,000
Motherhip Connection	Rock and Roll	PBS	Make It Funky	15,000
Undisco Kid	Rock and Roll	PBS	Make It Funky	15,000
Flashlight	Rock and Roll	PBS	Perfect Beat	15,000
Up for The Down Stroke	Saturday Night Live	Comedy Central	January 18 1997 David A Grier	15,000
I Call My Baby Pussycat	Saturday Night Live	Comedy Central	Saturday Night Live	15,000
Up for The Down Stroke	Saturday Night Live	Comedy Central	Saturday Night Live	15,000
Flashlight	Set It Off	Action Adventure		15,000
Flashlight	Solid Gold 70's	TV Local PP		15,000
Let's Play House	WCCO News at 5 30 AM F	TV Local PP	April 12 1999	15,000
Flashlight	WCCO News at 06 00 AM F	TV Local PP	April 12 1999	15,000
				<u>360,000</u>

GC-UMG 003722

4th Quarter 1999

Song	Series	Source	Episode	Claim
Give Up The Funk	Even Cowgirls Get the Blues	Independent Film		15,000
Bop Gun One Nation	Fanatic	MTV	Goo Goo Dolls Ice Cube	15,000
Flashlight	Friday Night Videos	NBC	December 03 1999	15,000
Flashlight	Friday Night Videos	NBC	December 10 1999	15,000
Flashlight	Friday Night Videos	NBC	October 15 1999	15,000
Up For The Down Stroke	Late Night With Conan O'Brien	NBC	Chappelle Lewis Knotts	15,000
Up For The Down Stroke	Late Night With Conan O'Brien	NBC	Wright ST John Hall	15,000
Chocolate City	Late Show With David Letterman	CBS	Episode 1317	15,000
Flashlight	Muppets From Space	Viewers Choice		15,000
Give Up The Funk	Slums of Beverly Hills	HBO		15,000
Up For The Down Stroke	WPVI Millennium Philadelphia	TV Local PP	September 09 1999	15,000
				<u>165,000</u>

1st Quarter 2000

Song	Series	Source	Episode	Claim
We Want the Funk	Fox Files	FOX Network	January 14 1999	15,000
Flashlight	Friday Night Videos	NBC	February 04 2000	15,000
Flashlight	Friday Night Videos	NBC	February 18 2000	15,000
Motherhip Connection	Kron The Show	TV Local PP	March 21 2000	15,000
Flashlight	Late Show With David Letterman	CBS	August 13 1999	15,000
Chocolate City	Live From LA	BET	February 15 2000	15,000
Flashlight	Live From LA	BET	February 15 2000	15,000
Give Up The Funk	Live From LA	BET	February 15 2000	15,000
Motherhip Connection	Live From LA	BET	February 15 2000	15,000
Motherhip Connection	Live From LA	BET	September 13 1999	15,000
Motherhip Connection	Live From LA	BET	September 14 1999	15,000
Motherhip Connection	Live From LA	BET	September 21 1999	15,000
We Want the Funk	VH1 Where Are They Now	VH1	Dance	15,000
				<u>185,000</u>

1st Quarter 2001

Song	Series	Source	Episode	Claim
Flashlight	Late Late Show Craig Kilborn	CBS	Episode 383	15,000
Same Song	Nothing But Trouble	Starz		15,000
P Funk Wants To Get Funked Up	Providence	TNT	Cold Dick	15,000
Flashlight	Jamie Fox Show	Diet-Signal-Kila	Kiss and Tell	15,000
Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1007	15,000
Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1018	15,000
Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1020	15,000
Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1021	15,000
Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1028	15,000
Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1031	15,000
Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1038	15,000
Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1044	15,000
Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1070	15,000

Flashlight	Keenen Ivory Waynes Show	Satel-Carr-Koho	Episode 1078	15,000
Flashlight	Klay Passes Partout	TV Local PP	April 02 2001	15,000
Give Up The Funk	Late Late Show Craig Klaborn	CBS	Episode 400	15,000
Give Up The Funk	Late Late with David Letterman	CBS	Episode 1604	15,000
Same Song	Nothing But Trouble	Encore	Black Hole Theme	15,000
Flashlight	Saturday Night Live	Comedy Central	March 07 1998	15,000
Motherhip Connection	Sunday Jazz	Bet	House of Duke	15,000
Flashlight	VIBE	Dist-Signl-Wsbj	August 08 1997	15,000
Flashlight	VIBE	Satel-Carr-Wsbj	September 09 1997	15,000
Flashlight	WTVQ News at 05 30 A M F	TV Local PP	June 19 2001	15,000
Flashlight	WTVQ News at 05 30 A M F	TV Local PP	May 02 2001	15,000
Flashlight	WTVQ News at 05 30 A M F	TV Local PP	May 15 2001	15,000
Give Up The Funk	Greatest Albums of Rock Hour 3	VH1		15,000
Motherhip Connection	Greatest Albums of Rock Hour 3	VH1		15,000
P Funk Wants To Get Funked Up	Greatest Albums of Rock Hour 3	VH1		15,000
				<u>428,000</u>

2nd Quarter 2001

Song	Series	Source	Episode	Claim
Up For the Down Stroke	AM AT BET	BET		15,000
Flashlight	Behind the Music	VH1	1975	15,000
Give Up The Funk	Corner	HBO Plus	Fran S Blues	15,000
Agra Boogie	Foolish	Movie Channel		15,000
Flashlight	KLFY Passes Partout	TV Local PP	April 02 2001	15,000
Up For the Down Stroke	Ladies Man	In Demand 1		15,000
I've Been Watching You Move	Last Night	HBO Plus		15,000
Up For the Down Stroke	Late Show with David Letterman	CBS	Episode 1553	15,000
Up For the Down Stroke	Late Show with David Letterman	CBS	Episode 1570	15,000
Up For the Down Stroke	Late Show with David Letterman	CBS	Episode 1675	15,000
Up For the Down Stroke	Late Show with David Letterman	CBS	Episode 1584	15,000
Up For the Down Stroke	Late Show with David Letterman	CBS	Episode 1590	15,000
Up For the Down Stroke	Late Show with David Letterman	CBS	Episode 1585	15,000
Up For the Down Stroke	Late Late Show with David Letterman	CBS	Episode 1604	15,000
Up For the Down Stroke	Late Late Show with David Letterman	CBS	Episode 1608	15,000
Up For the Down Stroke	Late Late Show with David Letterman	CBS	Episode 1635	15,000
Hit It And Quit It	Saturday Night Live	Comedy Central	January 10 1998 Samuel L. Jackson	15,000
Hit It And Quit It	Saturday Night Live	Comedy Central	September 28 1996 Tom Hanks	15,000
Flashlight	VIBE	DIST SIGNL-WSBK	August 04 1997	15,000
				<u>285,000</u>

3rd Quarter 2003

Song	Series	Source	Episode	Claim
Holler If Ya Hear Me	Above The Rim	Black Starz		15,000
Humpty Dance	Access Hollywood	Super Station	Show W361	15,000
Get Naked	All Access on VH1	MTV Latino	Bad Boys And The Woman Who Love Them	15,000
Do Something	All Access on VH1	MTV Latino	Best and Worst Dressed 2002	15,000
Give Up the Funk	All Access on VH1	MTV Latino	Rock Stars Living Large	15,000

Same Song	Casper	SCI-FI		15,000
Give Up the Funk	CITA S World	BET	02 0213	15,000
Give Up the Funk	CITA S World	BET	02 0218	15,000
Give Up the Funk	CITA S World	BET	02 0234	15,000
Big Bang Theory	Class Act	BET		15,000
Give Up the Funk	Class Act	HBO Signature	Fran S Blues	15,000
Give Up the Funk	I Love the 70's S	VH1	1972	15,000
Give Up the Funk	I Love the 70's S	VH1	1976	15,000
Up for the Down Stroke	Jimmy Kimmel Live	ABC	Episode 03 145	15,000
Flashlight	KHQ Local News Saturday	TV Local PP	KHQ Local News Saturday	15,000
Up for the Down Stroke	Late Night Conan O Brian	Comedy Central	Caine Biggs Jose Stone	15,000
Up for the Down Stroke	Late Night Conan O Brian	Comedy Central	Johnson Green Gaffigan	15,000
Up for the Down Stroke	Late Night Conan O Brian	Comedy Central	Phibin Ja Rule Kevin McDonald	15,000
Give Up the Funk	Late Show with David Letterman	CBS	Episode 2023	15,000
Flashlight	Late Show with David Letterman	TRIO	October 04 1995	15,000
Give Up the Funk	Major league Baseball on Fox Pregame	TV Local BL	July 19 2003 Late Pregame	15,000
Give Up the Funk	MTV Presents 22 Greatest MC	MTV		15,000
Give Up the Funk	Undercover Brother	Black Starz		15,000
Flashlight	WRTV News at 05 00 A M F	TV Local PP	July 21 2003	15,000
Give Up the Funk	Cable	MTV2		15,000
Give Up the Funk	Cable	VH1 Classic		15,000
Motherhip Connection	France	Socan		15,000
Up for the Down Stroke	United Kingdom	PRS		15,000
Give Up the Funk	Electric Circus	Socan (Canada)	Episode 286	15,000
Give Up the Funk	Electric Circus	Socan (Canada)	Episode 304	15,000
Give Up the Funk	Electric Circus	Socan (Canada)	Episode 313	15,000
Give Up the Funk	Electric Circus	Socan (Canada)	Episode 321	15,000
Give Up the Funk	Electric Circus	Socan (Canada)	February 17 1996	15,000
Flashlight	Keenen Ivory Wayans Show	Socan (Canada)	Episode 1134	15,000
Motherhip Connection	Keenen Ivory Wayans Show	Socan (Canada)	Episode 1134	15,000
Flashlight	Keenen Ivory Wayans Show	Socan (Canada)	Episode 1141	15,000
Flashlight	King of The Hill	Socan (Canada)	Fat and The Furious	15,000
Give Up the Funk	Life on Venus Ave	Socan (Canada)	Working Girl	15,000
Give Up the Funk	Live with Regis	Socan (Canada)	January 03 2003	15,000
P Funk Wants To Get Funked Up	NBA Inside stuff	Socan (Canada)	December 18 1993	15,000
Give Up the Funk	New Music	Socan (Canada)	October 13 1994	15,000
Flashlight	Party All Nite Concert Grad Nite At Walt	Socan (Canada)		15,000
Give Up the Funk	Say It Loud A Celebration of Black Music	Socan (Canada)	Express Yourself	15,000
Motherhip Connection	Say It Loud A Celebration of Black Music	Socan (Canada)	Express Yourself	15,000
Give Up the Funk	That 70's Show	Socan (Canada)	Uncomfortable Ball Stuff	15,000
Give Up the Funk	Third Watch	Socan (Canada)	10 13	15,000
Flashlight	Flashlight	Cash (Hong Kong)		15,000
Give Up the Funk	Give Up the Funk	Cash (Hong Kong)		15,000
				<u>720,000</u>

\$ 2,295,000 A

GC-UMG 003725

**George Clinton/P-Funk, Inc./UMG Recordings, Inc.
Additional Royalties Due to Unapproved Uses of Masters
For the Period from January 1, 2000 to the Period Ending June 30, 2003**

Schedule 6B

FILMS

Song

Flashlight

Film

How High (2001)

Claim

\$ 150,000 B
\$ 150,000

GC-UMG 003726

GC-UMG 0037.27

#56984

Module SC

Mothership Connection	Run DMC	Groove To The Sound	60,000
Mothership Connection	Spice 1	Young Ass Nigga	60,000
Mothership Connection	Sweet T	On The Smooth Tip	60,000
Mothership Connection	Tone Loc	The Homies	60,000
Mothership Connection	Yo-Yo	Make Way For The Motherlode	60,000
Unfunky UFO	Ice Cube	Dirty Mack	60,000
Supergroovalisticprosi.	Ice Cube	How To Survive In South Central	60,000
Give Up The Funk	Gerardo	We Want The Funk	60,000
Olive Up The Funk	GMFA&FF	Tear The Roof Off The Sucker	60,000
Give Up The Funk	Heavy D.	More Bounce To The Ounce	60,000
Olive Up The Funk	Last Poets	Funk	60,000
Give Up The Funk	MC Hammer	Turn This Mutha Out	60,000
Give Up The Funk	No Face	We Wants To Fuck	60,000
Give Up The Funk	PE	Monkey Off My Back	60,000
Give Up The Funk	Schooly D	Godfather Of Funk	60,000
Give Up The Funk	Snoop	What's My Name	60,000
Give Up The Funk	Steady B	Keeper Of The Funk	60,000
Give Up The Funk	Too Short	No Love From Oakland	60,000
			<u>2,100,000</u>

Clones Of Dr. Funkenstein

<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Prelude	Easy-E	60,000
Prelude	XClan	60,000
Gamin On Ya	Bloods & Crips	60,000
Gamin On Ya	Ice Cube	60,000
Gamin On Ya	WC&MC	60,000
Dr. Funkenstein	Ice-T	60,000
Dr. Funkenstein	No Face	60,000
Dr. Funkenstein	Scarface	60,000
Dr. Funkenstein	Too Short	60,000
Getting To Know	Breaze	60,000
Getting To Know	DOC	60,000
Do That Stuff	Lil Shawn	60,000
Do That Stuff	Nice N Smooth	60,000
Do That Stuff	Yo-Yo	60,000
I've Been Watching You	NWA	60,000
		<u>900,000</u>

P.Funk Live: Earth Tour

<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Swing Down...(live)	Let Me Ride	60,000
Let's Take It...(live)	Can I Party?	60,000
		<u>120,000</u>

Funkentelechy Vs. The Placcha Syndrome

<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Bop Gun	The Humpty Dance (vocals)	60,000
Bop Gun	Endangered Species (vocals)	60,000
Bop Gun	Da Funk	60,000

GC-UMG 003728

Schedule 6C

Bop Gun	Redman	So Ruff	60,000
Sir Nose D'Voidoffunk	Afros	Better Luck Next Time	60,000
Sir Nose D'Voidoffunk	BBD	Nickel	60,000
Sir Nose D'Voidoffunk	Black Sheep	Have U.N.E. Pull?	60,000
Sir Nose D'Voidoffunk	E40/Federal	Nuttin Ass Nigga	60,000
Sir Nose D'Voidoffunk	EPMD	Play The Next Man	60,000
Sir Nose D'Voidoffunk	Ice Cube	Gangsta's Fairytale 2	60,000
Sir Nose D'Voidoffunk	Ice Cube	It Was A Good Day (Remix)	60,000
Sir Nose D'Voidoffunk	Ice Cube	Steady Mobbin	60,000
Sir Nose D'Voidoffunk	Lench Mob	Guerillas In The ..	60,000
Sir Nose D'Voidoffunk	N.W.A.	Niggaz4Life	60,000
Sir Nose D'Voidoffunk	Schooly D	Godfather Of Funk	60,000
Sir Nose D'Voidoffunk	Yo-Yo	Glvin It Up	60,000
Sir Nose D'Voidoffunk	Yo-Yo	Westside Story	60,000
Funkentelchy	Dr. Dre	Dre Day (Extended)	60,000
Funkentelchy	DU	Hip Hop Doll	60,000
Funkentelchy	DU	Shake and Bake	60,000
Funkentelchy	Ice Cube	Doing Dumb Shit	60,000
Funkentelchy		Where'd You Get That Funk From?	60,000
Placebo Syndrome	Stetsasonic	So Let The Fun...	60,000
Flash Light	De La Soul	Shwingalokate	60,000
Flash Light	Ahmad	Can I Party?	60,000
Flash Light	ATL	Wicked	60,000
Flash Light	ATL	Never Missin A Beat	60,000
Flash Light	Boss	Born Gangsta	60,000
Flash Light	Criminal Nation	I'm Rollin'	60,000
Flash Light	De La Soul	Shwingalokate	60,000
Flash Light	Del	Sunny Meadowz	60,000
Flash Light	DU	Arguin' On The Funk	60,000
Flash Light	DU	Body Hats	60,000
Flash Light	DU	The Danger Zone	60,000
Flash Light	DU	DooWatchaLike	60,000
Flash Light	DU	Rhymia On The Funk	60,000
Flash Light	DU	Sons Of The P	60,000
Flash Light	Fu-Schnickens	Star Of The Show	60,000
Flash Light	Genius	True Fresh MC	60,000
Flash Light	Ice Cube	A Man's Best Friend	60,000
Flash Light	Ice Cube	Wrong Nigga To Fuck Wit	60,000
Flash Light	Ice T	Home Invasion	60,000
Flash Light	Jungle Bros	Sunshine (vocals)	60,000
Flash Light	Kool O Rap	Operation CB	60,000
Flash Light	Lench Mob	Guerillas In The Mist	60,000
Flash Light	Lords	Keepers Of The Funk	60,000
Flash Light	Masta Ace	Jeep Ass Nigga	60,000
Flash Light	MC Ren	The Final Frontier	60,000
Flash Light	MC Ren	Mr. Fuck Up	60,000
Flash Light	MC Ren	One False Move	60,000

Case 6C

Flash Light	PE	Anti-Nigger Machine (Intro)	60,000
Flash Light	PE	Nighttrain	60,000
Flash Light	Rodman	Rockafella	60,000
Flash Light	Rodman	So Ruff	60,000
Flash Light	Run DMC	Back From Hell	60,000
Flash Light	3xDope	Make Dat Move	60,000
Flash Light	XClan	Heed The Words Of A Brother	60,000
Flash Light	XClan	Xodus	60,000
			<u>3,480,000</u>

	Artist	Song	Claim
Motor Booty Affair	Ice Cube	Givin Up The Nappy..	60,000
Mr. Wiggles	Schooly-D	It's Krak	60,000
Mr. Wiggles	Yo-Yo	Westside Story	60,000
Rumpofsteelskin	Del	Dr. Bombay	60,000
Rumpofsteelskin	Del	Sleepin On My Couch	60,000
Rumpofsteelskin	Ice Cube	You Can't Fade Me	60,000
Water Sign	Geto Boys	Straight Gangstaism	60,000
AquaBoogie	ATL	Call It What You Want	60,000
AquaBoogie	Cypress Hill	Psychobatabuckdown	60,000
AquaBoogie	Dr. Dre	Dre Day(Extended)	60,000
AquaBoogie	DU	Flowin' On The D-Line	60,000
AquaBoogie	DU	No Nose Job	60,000
AquaBoogie	DU	Return of the Crazy One	60,000
AquaBoogie	DU	Underwater Rimes	60,000
AquaBoogie	En Vogue	This Is Your Life	60,000
AquaBoogie	Ice Cube	Dirty Mack	60,000
AquaBoogie	Ice T	The Syndicate	60,000
AquaBoogie	Lench Mob	Lost In The System	60,000
AquaBoogie	Luke	Compton's Cowardz	60,000
AquaBoogie	Schooly D	Super Nigger	60,000
AquaBoogie	Thug Life	?	60,000
AquaBoogie	Too Short	Dead Or Alive	60,000
AquaBoogie	WC&MC	Back To The Underground	60,000
AquaBoogie	YBT	Traci	60,000
One Of Those Funky...	EPMD	Headbanger	60,000
One Of Those Funky	Ice Cube	I Wanna Kill Sam	60,000
One Of Those	RRA	Posse Strong	60,000
The Motor Booty Affair	DU	Sex Packets	60,000
The Motor Booty Affair	DU	Packet Reprise	60,000
The Motor Booty Affair	Willie D	I'm Going Out Like Soldier	60,000
Deep	KMDoc	Pump Your Fist	60,000
Deep	PE	Revolutionary Generation	60,000
			<u>1,920,000</u>

Gloryhallastoopid	Artist	Song	Claim
Gloryhallastoopid	Del	Mistadobalina	60,000

Sc 06

Gloryhallastoopid	Del	Sunny Meadows (prelude)	60,000
Big Bang Theory	ATL	VSOP	60,000
Big Bang Theory	CMW	I Don't Dance	60,000
Big Bang Theory	College Boyz	How Ta Act	60,000
Big Bang Theory	DI Quik	Amerika's Most Complete Artist	60,000
Big Bang Theory	Dr. Dre	Dre Day (Extended)	60,000
Big Bang Theory	Goto Boys	Life In The Fast Lane	60,000
Big Bang Theory	Ice Cube	Alive On Arrival	60,000
Big Bang Theory	J&FP Nuthin'	But A Dog	60,000
Big Bang Theory	K-Solo	I Can't Hold It Back	60,000
Big Bang Theory	Paris	It's Real	60,000
Big Bang Theory	Redman	Blow Your Mind	60,000
Big Bang Theory	Yo-Yo	Westside Story	60,000
Big Bang Theory	WC&MC	If U Don't Work You Don't Eat	60,000
Theme From The Black..	ATL	Y.S.O.P.	60,000
Theme From The Black..	CMW	I Don't Dance	60,000
Theme From The Black..	DU	Same Song	60,000
Theme From The Black..	Ice Cube	Steady Mobbin'	60,000
Theme From The Black..	Kanston	What You Wanna Do	60,000
Theme From The Black..	Knuckleheadz	All She Wanted	60,000
Theme From The Black..	Redman	Blow Your Mind	60,000
Theme From The Black..	WC&MC	If U Don't Work You ...	60,000
Colour Me Funky	ATL	The Harder U R	60,000
Colour Me Funky	ATL	Who Ryde	60,000
Colour Me Funky	Del	Pissin' On Your Steps	60,000
Colour Me Funky	Dr. Dre	Rosch Intro	60,000
Colour Me Funky	DU	Dope-A-Delic	60,000
Colour Me Funky	WC&MC	Ain't A Damn Thing Changed	60,000
The Freeze	DU	Whoo!	60,000
The Freeze	Ice Cube	Look Who's Burnin'	60,000
The Freeze	Kris Kross	2 Da Beat Chali	60,000
			<u>1,920,000</u>

<u>Trombipulation</u>	<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Trombipulation	DU	Dope-A-Delic	60,000
Agony Of Defect	Ice Cube	How To Survive In South Central	60,000
Agony Of Defect	Too Short	Step Daddy	60,000
Agony Of Defect	WC&MC	The Break Up	60,000
Let's Play House	Ant Banks	Sittin On Something Fat	60,000
Let's Play House	DU	The Humpty Dance	60,000
Body Language	Term. X	Wanna Be Dancin'	60,000
			<u>420,000</u>

\$ 11,760,000

SC

Flash Light	PE	Anti-Nigger Machine (Intro)	60,000
Flash Light	PE	Nightrain	60,000
Flash Light	Redman	Rockafella	60,000
Flash Light	Redman	So Ruff	60,000
Flash Light	Run DMC	Back From Hell	60,000
Flash Light	3xDope	Make Dat Move	60,000
Flash Light	XClas	Head The Words Of A Brother	60,000
Flash Light	XClas	Xodus	60,000
			<u>3,480,000</u>

<u>Motor Booty Affair</u>	<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Mr. Wiggles	Ice Cube	Givin Up The Nappy..	60,000
Mr. Wiggles	Schooly-D	It's Krak	60,000
Mr. Wiggles	Yo-Yo	Westside Story	60,000
Rumpofsteelskin	Del	Dr. Bombay	60,000
Rumpofsteelskin	Del	Sleepin On My Couch	60,000
Rumpofsteelskin	Ice Cube	You Can't Fade Me	60,000
Water Sign	Oeto Boys	Straight Gangstasm	60,000
Aquaboogie	ATL	Call It What You Want	60,000
Aquaboogie	Cypress Hill	Psychobabuckdown	60,000
Aquaboogie	Dr. Dre	Dre Day(Extended)	60,000
Aquaboogie	DU	Flowin' On The D-Line	60,000
Aquaboogie	DU	No Nose Job	60,000
Aquaboogie	DU	Return of the Crazy One	60,000
Aquaboogie	DU	Underwater Rimes	60,000
Aquaboogie	En Vogue	This Is Your Life	60,000
Aquaboogie	Ice Cube	Dirty Mack	60,000
Aquaboogie	Ice T	The Syndicate	60,000
Aquaboogie	Lench Mob	Lost In Tha System	60,000
Aquaboogie	Luke	Compton's Cowardz	60,000
Aquaboogie	Schooly D	Super Nigger	60,000
Aquaboogie	Thug Life	?	60,000
Aquaboogie	Too Short	Dead Or Alive	60,000
Aquaboogie	WC&MC	Back To The Underground	60,000
Aquaboogie	YBT	Traci	60,000
One Of Those Funky...	EPMD	Headbanger	60,000
One Of Those Funky	Ice Cube	I Wanna Kill Sam	60,000
One Of Those	RRA	Poase Strong	60,000
The Motor Booty Affair	DU	Sex Packets	60,000
The Motor Booty Affair	DU	Packet Reprise	60,000
The Motor Booty Affair	Willie D	I'm Going Out Like Soldier	60,000
Deep	KMDec	Pump Your Fist	60,000
Deep	PE	Revolutionary Generation	60,000
			<u>1,920,000</u>

<u>Gloryhallastoopid</u>	<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Gloryhallastoopid	Del	Mistadobalina	60,000

GC-UMG 003732

Sc 8C

Gloryhallastoopid	Del	Sunny Meadows (prelude)	60,000
Big Bang Theory	ATL	VSOP	60,000
Big Bang Theory	CMW	I Don't Dance	60,000
Big Bang Theory	College Boyz	How Ta Act	60,000
Big Bang Theory	DI Quik	America's Most Complete Artist	60,000
Big Bang Theory	Dr. Dre	Dre Day (Extended)	60,000
Big Bang Theory	Octo Boys	Life In The Fast Lane	60,000
Big Bang Theory	Ice Cube	Alive On Arrival	60,000
Big Bang Theory	JJ&FP Nuthin'	But A Dog	60,000
Big Bang Theory	K-Solo	I Can't Hold It Back	60,000
Big Bang Theory	Paris	It's Real	60,000
Big Bang Theory	Redman	Blow Your Mind	60,000
Big Bang Theory	Yo-Yo	Westside Story	60,000
Big Bang Theory	WC&MC	If U Don't Work You Don't Eat	60,000
Theme From The Black..	ATL	V.S.O.P.	60,000
Theme From The Black..	CMW	I Don't Dance	60,000
Theme From The Black..	DU	Same Song	60,000
Theme From The Black..	Ice Cube	Steady Mobbin'	60,000
Theme From The Black..	Kausion	What You Wanna Do	60,000
Theme From The Black..	Kauckleheadz	All She Wanted	60,000
Theme From The Black..	Redman	Blow Your Mind	60,000
Theme From The Black..	WC&MC	If U Don't Work You ...	60,000
Colour Me Funky	ATL	The Harder U R	60,000
Colour Me Funky	ATL	Who Ryde	60,000
Colour Me Funky	Del	Pissin' On Your Steps	60,000
Colour Me Funky	Dr. Dre	Roach Intro	60,000
Colour Me Funky	DU	Dope-A-Delic	60,000
Colour Me Funky	WC&MC	Ain't A Damn Thing Changed	60,000
The Freeze	DU	Whoc!	60,000
The Freeze	Ice Cube	Look Who's Burnin'	60,000
The Freeze	Kris Kross	2 Da Beat Chall	60,000
			<u>1,820,000</u>

<u>Trombipulation</u>	<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Trombipulation	DU	Dope-A-Delic	60,000
Agony Of Defect	Ice Cube	How To Survive In South Central	60,000
Agony Of Defect	Too Short	Step Daddy	60,000
Agony Of Defect	WC&MC	The Break Up	60,000
Let's Play House	Ant Banks	Sittin On Something Fat	60,000
Let's Play House	DU	The Humpty Dance	60,000
Body Language	Term. X	Wanna Be Dancin'	60,000
			<u>420,000</u>

\$ 11,780,000

St. Jude GC

Flash Light	PE	Anti-Nigger Machine (Intro)	60,000
Flash Light	PE	Nightrain	60,000
Flash Light	Redman	Rockafella	60,000
Flash Light	Redman	So Ruff	60,000
Flash Light	Run DMC	Back From Hell	60,000
Flash Light	3xDope	Make Dat Move	60,000
Flash Light	XClan	Heed The Words Of A Brother	60,000
Flash Light	XClan	Xodus	60,000
			<u>3,480,000</u>

<u>Motor Booty Affair</u>	<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Mr. Wiggles	Ice Cube	Givin Up The Nappy..	60,000
Mr. Wiggles	Schooly-D	It's Krak	60,000
Mr. Wiggles	Yo-Yo	Westside Story	60,000
Rumpofsteelskin	Del	Dr. Bombay	60,000
Rumpofsteelskin	Del	Sleepin On My Couch	60,000
Rumpofsteelskin	Ice Cube	You Can't Fade Me	60,000
Water Sign	Geto Boys	Straight Gangstain	60,000
Aquaboogie	ATL	Call It What You Want	60,000
Aquaboogie	Cypress Hill	Psychobatabuckdown	60,000
Aquaboogie	Dr. Dre	Dre Day(Extended)	60,000
Aquaboogie	DU	Flowin' On The D-Line	60,000
Aquaboogie	DU	No Nose Job	60,000
Aquaboogie	DU	Return of the Crazy One	60,000
Aquaboogie	DU	Underwater Rimes	60,000
Aquaboogie	En Vogue	This Is Your Life	60,000
Aquaboogie	Ice Cube	Dirty Mack	60,000
Aquaboogie	Ice T	The Syndicate	60,000
Aquaboogie	Lench Mob	Lost In Tha System	60,000
Aquaboogie	Luke	Compton's Cowardz	60,000
Aquaboogie	Schooly D	Super Nigger	60,000
Aquaboogie	Thug Life	?	60,000
Aquaboogie	Too Short	Dead Or Alive	60,000
Aquaboogie	WC&MC	Back To The Underground	60,000
Aquaboogie	YBT	Traci	60,000
One Of Those Funky...	EPMD	Headbanger	60,000
One Of Those Funky	Ice Cube	I Wanna Kill Sam	60,000
One Of Those	RRA	Posse Strong	60,000
The Motor Booty Affair	DU	Sex Packets	60,000
The Motor Booty Affair	DU	Packet Reprise	60,000
The Motor Booty Affair	Willie D	I'm Going Out Like Soldier	60,000
Deep	KMDee	Pump Your Fist	60,000
Deep	PE	Revolutionary Generation	60,000
			<u>1,920,000</u>

<u>Gloryhallastoopid</u>	<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Gloryhallastoopid	Del	Mistadobalina	60,000

GC-UMG 003734

SC 100 EC

Gloryhallastoopid	Del	Sunny Meadows (prelude)	60,000
Big Bang Theory	ATL	VSOP	60,000
Big Bang Theory	CMW	I Don't Dance	60,000
Big Bang Theory	College Boyz	How To Act	60,000
Big Bang Theory	DJ Quik	Amerika's Most Complete Artist	60,000
Big Bang Theory	Dr. Dre	Dre Day (Extended)	60,000
Big Bang Theory	Geto Boys	Life In The Fast Lane	60,000
Big Bang Theory	Ice Cube	Alive On Arrival	60,000
Big Bang Theory	J&FP Nuthin'	But A Dog	60,000
Big Bang Theory	K-Solo	I Can't Hold It Back	60,000
Big Bang Theory	Paris	It's Real	60,000
Big Bang Theory	Rodman	Blow Your Mind	60,000
Big Bang Theory	Yo-Yo	Westside Story	60,000
Big Bang Theory	WC&MC	If U Don't Work You Don't Eat	60,000
Theme From The Black..	ATL	V.S.O.P.	60,000
Theme From The Black..	CMW	I Don't Dance	60,000
Theme From The Black..	DU	Same Song	60,000
Theme From The Black..	Ice Cube	Steady Mobbin'	60,000
Theme From The Black..	Kausion	What You Wanna Do	60,000
Theme From The Black..	Knuckleheads	All She Wanted	60,000
Theme From The Black..	Rodman	Blow Your Mind	60,000
Theme From The Black..	WC&MC	If U Don't Work You ...	60,000
Colour Me Funky	ATL	The Harder U R	60,000
Colour Me Funky	ATL	Who Ryde	60,000
Colour Me Funky	Del	Pissin' On Your Steps	60,000
Colour Me Funky	Dr. Dre	Roach Intro	60,000
Colour Me Funky	DU	Dope-A-Dele	60,000
Colour Me Funky	WC&MC	Ain't A Damn Thing Changed	60,000
The Freeze	DU	Wheat	60,000
The Freeze	Ice Cube	Look Who's Burnin'	60,000
The Freeze	Kris Kross	2 Da Best Chill	60,000
			<u>1,920,000</u>

<u>Tremblulation</u>	<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Tremblulation	DU	Dope-A-Dele	60,000
Agony Of Defect	Ice Cube	How To Survive In South Central	60,000
Agony Of Defect	Too Short	Step Daddy	60,000
Agony Of Defect	WC&MC	The Break Up	60,000
Let's Play House	Ant Banks	Sittin On Something Fat	60,000
Let's Play House	DU	The Humpty Dance	60,000
Body Language	Term. X	Wanna Be Dancin'	60,000
			<u>420,000</u>
			<u>\$ 11,780,000</u>

Page 53

Flash Light	PE	Anti-Nigger Machine (Intro)	60,000
Flash Light	PE	Nightrain	60,000
Flash Light	Redman	Rockafells	60,000
Flash Light	Redman	So Ruff	60,000
Flash Light	Rus DMC	Back From Hell	60,000
Flash Light	3xDops	Make Dat Move	60,000
Flash Light	XClan	Heed The Words Of A Brother	60,000
Flash Light	XClan	Xodus	60,000
			<u>3,480,000</u>

<u>Motor Booty Affair</u>	<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Mr. Wiggles	Ice Cube	Glvin Up The Nappy.	60,000
Mr. Wiggles	Schooly-D	It's Krak	60,000
Mr. Wiggles	Yo-Yo	Westside Story	60,000
Rumpofsteelskin	Del	Dr. Bombay	60,000
Rumpofsteelskin	Del	Sleepin On My Couch	60,000
Rumpofsteelskin	Ice Cube	You Can't Fade Me	60,000
Water Sign	Geno Boys	Straight Gangstain	60,000
AquaBoogie	ATL	Call It What You Want	60,000
AquaBoogie	Cypress Hill	Psychobatabuckdown	60,000
AquaBoogie	Dr. Dre	Dre Day(Extended)	60,000
AquaBoogie	DU	Flowin' On The D-Line	60,000
AquaBoogie	DU	No Nose Job	60,000
AquaBoogie	DU	Return of the Crazy One	60,000
AquaBoogie	DU	Underwater Rimes	60,000
AquaBoogie	En Vogue	This Is Your Life	60,000
AquaBoogie	Ice Cube	Dirty Mack	60,000
AquaBoogie	Ice T	The Syndicate	60,000
AquaBoogie	Lench Mob	Lost In The System	60,000
AquaBoogie	Luke	Compton's Cowardz	60,000
AquaBoogie	Schooly D	Super Nigger	60,000
AquaBoogie	Thug Life	?	60,000
AquaBoogie	Too Short	Dead Or Alive	60,000
AquaBoogie	WC&MC	Back To The Underground	60,000
AquaBoogie	YBT	Traci	60,000
One Of Those Funky...	EPMD	Headbanger	60,000
One Of Those Funky	Ice Cube	I Wanna Kill Sam	60,000
One Of Those	RRA	Poase Strong	60,000
The Motor Booty Affair	DU	Sex Packets	60,000
The Motor Booty Affair	DU	Packet Reprise	60,000
The Motor Booty Affair	Willie D	Im Going Out Like Soldier	60,000
Deep	KMDee	Pump Your Fist	60,000
Deep	PE	Revolutionary Generation	60,000
			<u>1,828,000</u>

<u>Gloryhallastoopid</u>	<u>Artist</u>	<u>Song</u>	<u>Claim</u>
Gloryhallastoopid	Del	Mistadobalina	60,000

Sc. de GC

Gloryhallasloppid	Del	Sunny Meadows (prelude)	60,000
Big Bang Theory	ATL	VSOP	60,000
Big Bang Theory	CMW	I Don't Dance	60,000
Big Bang Theory	College Boyz	How Ta Act	60,000
Big Bang Theory	DJ Quik	America's Most Complete Artist	60,000
Big Bang Theory	Dr. Dre	Dre Day (Extended)	60,000
Big Bang Theory	Geto Boys	Life In The Fast Lane	60,000
Big Bang Theory	Ice Cube	Alive On Arrival	60,000
Big Bang Theory	JJ&FP Nuthin'	But A Dog	60,000
Big Bang Theory	K-Solo	I Can't Hold It Back	60,000
Big Bang Theory	Paris	It's Real	60,000
Big Bang Theory	Redman	Blow Your Mind	60,000
Big Bang Theory	Yo-Yo	Westside Story	60,000
Big Bang Theory	WC&MC	If U Don't Work You Don't Eat	60,000
Theme From The Black..	ATL	V.S.O.P.	60,000
Theme From The Black..	CMW	I Don't Dance	60,000
Theme From The Black..	DU	Same Song	60,000
Theme From The Black..	Ice Cube	Steady Mobbin'	60,000
Theme From The Black..	Kausion	What You Wanna Do	60,000
Theme From The Black..	Knuckleheadz	All She Wanted	60,000
Theme From The Black..	Redman	Blow Your Mind	60,000
Theme From The Black..	WC&MC	If U Don't Work You ...	60,000
Colour Me Funky	ATL	The Harder U R	60,000
Colour Me Funky	ATL	Who Ryde	60,000
Colour Me Funky	Del	Plasin' On Your Steps	60,000
Colour Me Funky	Dr. Dre	Roseb Intro	60,000
Colour Me Funky	DU	Dope-A-Delic	60,000
Colour Me Funky	WC&MC	Ain't A Damn Thing Changed	60,000
The Freeze	DU	Whoo!	60,000
The Freeze	Ice Cube	Look Who's Burnin'	60,000
The Freeze	Kris Kross	2 Da Beat Chall	60,000
			<u>1,920,000</u>

Trombipulation
 Trombipulation
 Agony Of Defect
 Agony Of Defect
 Agony Of Defect
 Let's Play House
 Let's Play House
 Body Language

Artist
 DU
 Ice Cube
 Too Short
 WC&MC
 Ant Banks
 DU
 Term. X

Song
 Dope-A-Delic
 How To Survive In South Central
 Step Daddy
 The Break Up
 Sittin On Something Fat
 The Humpty Dance
 Wanna Be Dancin'

Claim
 60,000
 60,000
 60,000
 60,000
 60,000
 60,000
 60,000
420,000

\$ 11,760,000